

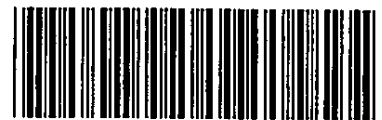
COMPANY NUMBER 73855
INCORPORATED 28 May 1902
CHARITY NUMBER 529952

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE BRONTE SOCIETY

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THURSDAY



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COMPANIES HOUSE

THE COMPANIES ACT 2006

**Company Limited by Guarantee
and not having a Share Capital**

**ARTICLES OF ASSOCIATION
of**

THE BRONTË SOCIETY

(as amended by special resolution passed on 14 April 1964, 31 October 1970, 6 June 1992, 6 June 1998, 6 June 2000, 5 June 2004, 14 October 2006, 4 June 2011 and 6 June 2015)

NAME

- 1 The name of the Society is The Bronte Society

PLACE OF INCORPORATION

- 2 The registered office of the Society is situated in England

DEFINITIONS

- 3 In these Articles -

“the Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force,

“Affiliate” means a person or body, not being a member of the Society, who is designated as an affiliate by the Council pursuant to Article 12,

“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,

“Company Secretary” means any person appointed to perform the duties of the Secretary of the Society,

“the Council” means the Council of Management of the Society consisting of the Honorary Officers and the Ordinary Council Members,

“Council Members” means members for the time being of the Council,

“Honorary Officers” means the Publications Secretary, the Secretary to the Council and Treasurer from time to time,

“Honorary Member” means a member of the Society designated an Honorary Member by the Council pursuant to Article 12 or by the Society in general meeting pursuant to Article 74;

“Ordinary Council Members” means Council Members other than the Honorary Officers,

“Member” means a member of the Society including where the context so admits an Honorary Member,

“the Seal” means the common seal of the Society,

“the United Kingdom” means Great Britain and Northern Ireland

The masculine includes the feminine and vice versa

References to "writing" mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form (as defined by section 1168 of the Act) or otherwise

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act

OBJECTS

4 The objects of the Society are -

- (i) the promotion of interest in the life and works and preservation of artefacts of whatever nature of the Bronte family, formerly resident in Haworth, Yorkshire,
- (ii) the establishment and maintenance of a permanent museum for the promotion of such interest and the enjoyment of the public;
- (iii) the examination, preservation, publication and illustration of the memoirs and literary remains of the Brontë family and if thought fit, of other authors, and the collection, renovation and preservation of books, pamphlets, manuscripts, engravings, paintings, drawings, photographs, clothing, furniture and other artefacts and objects relating to the same;

- (iv) the acquisition by donation, purchase, or otherwise, of a library and museums and galleries, and the use, maintenance, management and extension thereof,
- (v) the holding of meetings at and for the inspection and examination of places rendered interesting by their association with the aims of the Society, and
- (vi) to do all such things as are incidental or conducive to the attainment of the above objects or any of them

POWERS

5 (A) In furtherance of the objects but not further or otherwise the Society shall have the following powers

- (i) To purchase, lease, hire or otherwise acquire and to sell, let, mortgage, dispose of, turn to account and (subject to such consents as may be required by law from time to time) manage and otherwise deal with real and personal property (or any interest therein) including places where exhibitions may take place, meetings may be held, art may be exhibited and performed and education may be practised and advanced, and to construct, maintain, and alter buildings or structures,
- (ii) To acquire, conserve, restore and repair exhibits, objects and collections and to present, promote, organise, provide, manage and produce exhibitions, conferences, lectures, tours, seminars and literary, musical, dramatic and artistic entertainments and performances and to formulate, prepare and establish schemes for such activities,
- (iii) To raise funds by whatever appropriate means and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise and to take and accept any gifts of property of any description whether subject to any special trusts or not for the purposes of the Society,
- (iv) To promote, encourage or undertake research and disseminate the useful results of such research,
- (v) To procure to be written and to print, publish, issue, circulate or otherwise disseminate and communicate gratuitously or otherwise literary, visual and aural educational material including photographs, drawings, reports and periodicals, works, books, letters and correspondence, pamphlets and other literature,
- (vi) To enter into agreements and engagements with curators, craftsmen, lecturers, teachers, writers, artists and other practitioners of the arts and learned subjects and retain advisors and to remunerate such persons and advisors by salaries or fees and as employers to make reasonable

provision for the payment of superannuation and pensions to or on behalf of employees and their dependants,

- (vii) To purchase, acquire and obtain interests in the copyright of or the right to display, perform or publish any material,
- (viii) To act as trustees and undertake and execute any charitable trusts
- (ix) To subscribe to, become a Member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Society and which by its constitution prohibits the distribution of its income and property amongst its Members to an extent at least as great as is imposed on the Society under or by virtue of Article 6 and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaking by the Society or any such charitable organisation, institution, society or body,
- (x) Subject to such consents as may be required by law from time to time and subject as hereinafter provided, to borrow or raise money and to execute and issue security as the Society shall think fit including mortgages, charges or securities over the whole or any part of its assets, present or future,
- (xi) To give grants, lend money and extend credit and to take security for such loans or credit and to guarantee, become or give security for the performance of contracts by any person, firm or Company,
- (xii) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable or mercantile instruments;
- (xiii) To invest and deal with the moneys of the Society not immediately required in such manner as the Society may from time to time determine subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided,
- (xiv) to guarantee money for charitable purposes in any way calculated to further the objects set out in Article 4,
- (xv) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Society is authorised to amalgamate,

- (xvi) To subscribe for, either absolutely or conditionally, or otherwise acquire and hold shares, stocks, debentures, debenture stock, bonds, or other securities or obligations of any nature,
- (xvii) To admit to membership such persons who support the objects of the Society upon payment of subscription dues,
- (xviii) To do all such other lawful things as shall further the attainment of the objects of the Society

(B) PROVIDED THAT -

- (i) In case the Society shall take or hold any property which may be subject to any trust, the Society shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts,
 - (ii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law
6. The income and property of the Society shall be applied solely towards the promotion of its objects as set out in Article 4 and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Society and no Member of its Council of Management or Governing Body shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society, provided that nothing herein shall prevent any payment in good faith by the Society -
- (a) of reasonable and proper remuneration to any Member, officer or servant of the Society (not being a Member of its Council of Management or Governing Body) for any services rendered to the Society and to any Member of the Council of Management or Governing Body being a solicitor or other person engaged in any profession who shall be entitled to charge and be paid all usual professional or other charges for work done by him or his firm when instructed by the Council of Management or Governing Body so to act in a professional capacity on behalf of the Society;
 - (b) of interest on money lent by any Member of the Society or its Council of Management at a reasonable and proper rate per annum,
 - (c) to any Member of its Council of Management or Governing Body of reasonable out-of-pocket expenses;
 - (d) to a company of which a Member of the Council of Management or Governing Body may be a Member holding not more than one hundredth part of the capital of that company; and

- (e) of reasonable and proper rent for premises demised or let by any Member of the Society or of its Council of Management or Governing Body;
- (f) The payment of any premium in respect of indemnity insurance to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company Provided that any such insurance shall not extend to any claim arising from any act or omission that the directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the Society

LIABILITY

- 7 The liability of the Members is limited
- 8 Every Member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up during the Members' period of membership or within one year afterwards for payment of the debts and liabilities of the Society contracted before the Member ceases to be a Member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding in the case of any Member the sum of £1

DISSOLUTION

- 9 If upon the winding up or dissolution of the Society there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to some other charity having objects similar to those of the Society and which shall be established for charitable purposes only and which shall prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Society by Article 6 such charity to be determined by the Members of the Society at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object
- 10 True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Society. Once at least in every year the accounts of the Society shall be audited and the correctness of the balance sheet ascertained by a properly qualified auditor

MEMBERSHIP

- 11 The number of Members is unlimited

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- (a) Such persons as the Council shall admit to membership shall be Members,
- (b) the rights and privileges of a Member shall not be transferable,
- (c) unless otherwise determined by the Council, the membership year shall be one calendar year from the day of joining the Society. A Member shall not be entitled to exercise any rights or privileges of membership unless and until he has paid his annual membership subscription in respect of the relevant year, which shall be due on the date of his being admitted as a Member,
- (d) the Council may in its absolute discretion elect a Member as an Honorary Member of the Society on such terms as it shall from time to time think fit, and any such Member shall continue to be a Member and have all the rights and obligations of a Member in addition to those that it may have as an Honorary Member,
- (e) the Council may in its absolute discretion designate persons or bodies as Affiliates on such terms as it shall from time to time think fit, but such Affiliates shall not be Members.

13. A Member shall cease to be a Member (and, if also an Honorary Member, will cease to be so) -

- (a) (if a corporation) upon its having a winding up resolution passed or winding up petition presented or a receiver being appointed of any of its assets, or
- (b) upon giving notice in writing to the Society resigning from membership, or
- (c) upon expulsion from membership of the Society pursuant to Article 14, or
- (d) (if an individual) upon dying, or
- (e) in the event that the Member fails to pay the annual membership subscription due from him within three calendar months of the due date pursuant to Article 12(c) or such other time as the Council may determine, or
- (f) in the event that the Member fails to comply with such requirements for membership as are imposed by the Council from time to time, or
- (g) upon membership being otherwise terminated or lapsing in accordance with any rules or regulations for the time being of the Society

EXPULSION FROM MEMBERSHIP

- 14.
- (a) The Council may resolve to expel a Member from the Society, provided that no Member shall be expelled from the Society unless the provisions of this Article 14 are complied with;
 - (b) Upon a resolution of the Council to expel a Member being passed the Council shall notify the Member concerned in writing giving the reasons for the Council's decision,
 - (c) The Member may, within 30 days of the date of such notice, make written representations to the Council and shall have the right to be present and to speak when the Council considers such representation,
 - (d) Following the expiry of such 30 day period the Council shall, if it still wishes to expel the Member, convene a general meeting of the Society to authorise the expulsion of the Member. With the notice convening the general meeting there shall be sent a copy of the notice from the Council seeking to expel the Member and a copy of the written representations, if any, made by the Member to the Council. The Member concerned shall have the right to attend and speak and at the general meeting convened to consider his expulsion from membership,
 - (e) The resolution to expel the Member shall be carried by a 75 per cent majority of those voting at the general meeting, whereupon the Member shall be expelled from the Society forthwith

REGISTERS

- 15 The Council shall cause the following registers to be kept at the Registered Office of the Society
- (a) a Register of Members, and
 - (b) a Register of the interests of the Council Members in debentures of the Society or its associated Companies
- 16 The Council shall cause such registers as are kept under the provisions of Article 15 to be completed and made available for inspection in accordance with the provisions of the Act.

GENERAL MEETINGS

- 17 The Society shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. The Annual General Meeting shall be held

on the first Saturday in June each year or at such other time and at such place as the Council shall appoint

- 18 All general meetings other than Annual General Meetings shall be called extraordinary general meetings
- 19 The Council may, whenever it thinks fit, convene an extraordinary general meeting
- 20 Subject to the Act, the Council shall, on a requisition of Members representing not less than 2 per cent of the total voting rights of all the Members having at the date of deposit of the requisition a right to vote at general meetings, forthwith proceed to convene an extraordinary general meeting of the Society. The requisition must state the objects of the meeting, must be signed by the requisitionists and must be deposited at the registered office of the Society

NOTICE OF GENERAL MEETINGS

- 21 An Annual General Meeting and a meeting called for the passing of a special resolution or a resolution appointing a person as a Council Member shall be called by at least 21 clear days' notice in writing, and all other general meetings of the Society shall be called by at least 14 clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under these Articles, entitled to receive such notice from the Society provided always that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed :-
 - (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat, and
 - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent of the total voting rights at that meeting of all the Members
- 22 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS

- 23 All business shall be deemed special that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and Auditors, the election of Council Members, the

voting on the President, Vice-Presidents and Honorary Officers and the appointment of, and the fixing of the remuneration of, the Auditors

- 24 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business, 50 Members present at the meeting shall be a quorum, provided that in calculating the quorum of 50 not more than 15 Members shall be present by proxy
- 25 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum
- 26 The President of the Society shall preside as chairman at every general meeting of the Society, or if there is no such President, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, a Vice President of the Society, if any, shall be the chairman of the meeting. If there is no such Vice President, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act then the Chair of Council shall be chairman of the meeting or if he shall not be present within the said period of 15 minutes or shall be unwilling to act then the Vice Chair (if any) of Council shall be the chairman of the meeting and if he shall not be present within the said period of 15 minutes or shall be unwilling to act then the Council Members present shall choose one of the Ordinary Council Members present to be chairman of the meeting
- 27 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting

VOTES OF MEMBERS

- 28 Every Member entitled to attend and vote at any general meeting shall have one vote
- 29 No Member shall be entitled to attend, or vote at any general meeting unless all moneys presently payable by him to the Society have been paid.
30. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded .-

- (a) by the chairman, or
- (b) by at least 5 Members present in person, or by proxy, or
- (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

- 31 On a show of hands or on a poll votes may be given either personally or by proxy
- 32 Except as provided in Article 33 if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 33 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll
- 34 The chairman of the meeting shall not cast his vote until all others are cast. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall not be entitled to a second or casting vote
- 35 If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the results of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman, be of sufficient magnitude to vitiate the result of the voting
- 36 Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Society duly convened and held
- 37 The instrument appointing a proxy shall be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a Member

- 38 (a) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Society or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid
- (b) An instrument appointing a proxy shall be in the form required by the Council from time to time or set down in bye laws of the Society and shall -
- (i) state the name and address of the Member appointing the proxy,
 - (ii) identify the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed,
 - (iii) be signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Council may determine, and
 - (iv) be delivered to the Society in accordance with Article 39 and any instructions contained in the notice of the general meeting to which they relate
- 39 (a) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person
- (b) An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (c) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (d) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf
40. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 41 Any corporation which is a Member may by resolution of its board of directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation represented as that corporation could exercise if it were an individual Member

COUNCIL

- 42 The number of Council Members shall be not less than 8 nor (until otherwise determined by a general meeting) more than 12 Unless otherwise determined by the Society in general meeting the Council shall consist of the Honorary Officers and 9 Ordinary Council Members.
- 43 The Council shall have power at any time, and from time to time, to appoint up to two persons (who must be Members) to be Ordinary Council Members to fill casual vacancies , but so that the total number of Council Members shall not at any time exceed the number fixed in accordance with these Articles Any Council Member so appointed shall hold office only until the Annual General Meeting following his appointment, and shall then be eligible for re-election, but shall not be taken into account in determining the Council Members who are to retire by rotation at such meeting The Council shall also have the power to co-opt up to two people (who may, but need not be, Members) to be advisors to the Council, but they shall not be Council Members or have any rights to vote at a meeting of the Council
- 44 The Honorary Officers shall only be Council Members by virtue of holding a relevant honorary office An Honorary Officer ceasing to hold such honorary office, for whatever reason shall be deemed to have resigned as a Council Member with immediate effect
- 45 No person who has not been a Member for at least two years immediately preceding their election or appointment as a Council Member (whether as an Honorary Officer or Ordinary Council Member) shall be entitled to be a Council Member unless it is determined by Council that exceptional circumstances have arisen, in which case this Article 45 may be suspended.
- 46 Provided that the number of Council Members shall not be less than 8 the Society may from time to time by ordinary resolution increase or reduce the number of Council Members, and may also determine in what rotation the increased or reduced number is to go out of office
- 47 The Society may by ordinary resolution of which special notice has been given in accordance with section 168 of the Act, remove any Council Member before the expiration of the Council Member's period of office notwithstanding anything in these Articles or in any agreement between the Society and such Council Member
- 48 The Society may by ordinary resolution appoint another person in place of a Council Member removed from office under Article 47 Without prejudice to the powers of the Council under Article 43 the Society in general meeting may appoint any person to be a Council Member (being an Ordinary Council Member or Honorary Officer) to fill a casual vacancy Any Council Member so appointed shall hold office only until the Annual General Meeting following his appointment and shall be eligible for re-election, but shall not be taken in to account in determining the Council Members who are to retire at such meeting.

- 49 No Council Member shall vacate office or be ineligible for re-appointment as a Council Member nor shall any person be ineligible for appointment as a Council Member by reason only of having attained any particular age

BORROWING POWERS

- 50 Subject to compliance with the provisions of Article 4 and Article 52(a) (iv), the Council may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party

POWERS AND DUTIES OF THE COUNCIL

51. The business of the Society shall be managed by the Council who may exercise all such powers of the Society as are not, by the Act or by these Articles, required to be exercised by the Society in general meeting, subject nevertheless to the provisions of the Act or these Articles

- 52 (a) Subject to Article 52(b) the Society shall not, in relation to the Bronte Parsonage -

- (i) make any major structural alteration,
- (ii) change its use,
- (iii) erect any building or permanent structure in its grounds or its vicinity, or
- (iv) create any mortgage or charge over it or its grounds,

unless that act is first approved by an ordinary resolution of the Society in general meeting. The notice convening such a general meeting shall state the nature of the proposed act and shall contain sufficient information so as to allow Members to make a reasonably informed decision as to the merits of the proposal

- (b) Nothing in Article 52(a) (i) shall prevent the Council from authorising and implementing any work, repairs, and renovations to the Bronte Parsonage without approval of the Society in general meeting which –

- (i) do not significantly alter the structure or appearance of the Parsonage or the use to which it is put, or

- (ii) are required to be undertaken urgently to preserve the Parsonage where the delay caused by convening and holding a general meeting would risk further damage to the Parsonage or its grounds, or
 - (iii) are required to be undertaken or implemented to comply with any rules, regulations, or laws or any relevant authority
- 53 (a) The Council may from time to time make such rules or bye laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, and in particular, but without prejudice to the generality of the foregoing, it may by such rules or bye laws regulate –
 - (i) the admission and classification of Members of the Society, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated,
 - (ii) the entrance fees, subscriptions and other fees or payments to be made by the Members,
 - (iii) the conduct of Members in relation to one another, and to the Society's servants,
 - (iv) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes,
 - (v) the procedure at general meetings and meetings of the Council and committees of the Council in so far as such procedure is not regulated by these Articles or the Act, and
 - (vi) generally all such matters as are commonly the subject matter of Society rules
- (b) The Council shall also have the power to alter, supplement and revoke any rules or bye laws from time to time in force
- (c) The Society in general meeting shall have power to alter or repeal the rules or bye laws and to make additions thereto, and the Council shall adopt such means as they deem sufficient to bring to the notice of the Members of the Society all such rules or bye laws which, so long as they shall be in force, shall be binding on all Members; Provided nevertheless that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles of Association of the Society No regulation made by the Society in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made
- 54 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Society, shall be signed,

drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

- 55 The Council shall cause minutes to be made of all appointments of officers made by them, of the names of the Council Members present at each meeting of the Council and of any committee of the Council, and of all resolutions and proceedings at all meetings of the Society, and of the Council, and of committees of Council Any such minutes, if signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated
- 56 The Council may act notwithstanding any vacancy in the Council but if the number of Council Members is less than the minimum prescribed herein they may only act as Council to admit persons to membership of the Society, fill vacancies in the Council or convene a general meeting

ROTATION OF COUNCIL MEMBERS

57

- (a) Subject to sub-article (b), at each Annual General Meeting all those Council Members (whether Ordinary Council Members or Honorary Officers) who have held continuous office on Council for three years shall retire from office Both Honorary Officers and Ordinary Council Members shall be eligible to stand for re-election at the Annual General Meeting at which they retire, unless they have served three continuous terms of three years on Council In that case they will not be eligible for re-election at the Annual General Meeting at which they retire, and will not be eligible for appointment to Council pursuant to Article 43 or otherwise until the date of the next Annual General Meeting
- (b) If at any Annual General Meeting, the number of Council Members required to retire from office pursuant to Article 57(a) who are ineligible for re-election is equal to or greater than one half of the total number of Council Members then in office, then of the Council Members required to retire, the two who have held office for the shortest periods shall not be required to retire at that Annual General Meeting They will instead be required to retire at the next Annual General Meeting, in addition to any further Council Members required to retire thereat, and they will not be eligible to be re-elected at that Annual General Meeting, and will not be eligible for appointment to Council pursuant to Article 43 or otherwise until the date of the next but one Annual General Meeting thereafter. In the event that Council Members to which this sub-article applies have identical terms of office, the matter shall be decided by the drawing of lots
- (c) (i) Where at an Annual General Meeting, Ordinary Council Members are standing for election pursuant to Article 43 due to a casual vacancy having arisen in the immediately preceding year, and there are more persons standing for election than there are vacancies to be filled the person elected as a Council Member receiving the fewest

votes shall continue in office only until the Annual General Meeting at which the Ordinary Council Member who retired causing the casual vacancy to arise (the "Retiring Ordinary Council Member") would have retired from office

- (ii) In the event that two casual vacancies are filled pursuant to Article 43 in the year prior to the Annual General Meeting, the elected Ordinary Council Member who received the fewest votes shall continue in office only until the Annual General Meeting at which the Retiring Ordinary Council Member who had the shortest period of office left, would have retired. The elected Ordinary Council Member who received the second fewest votes shall continue in office until the Annual General Meeting at which the Retiring Ordinary Council Member who had the next shortest period of office left, would have retired
- (d) The Society at the meeting at which an Ordinary Council Member retires pursuant to these Articles may fill the vacated office by electing a person thereto and in default the retiring Ordinary Council Member shall, if standing for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Ordinary Council Member shall have been put to the meeting and lost

ELECTION OF COUNCIL MEMBERS

- 58. (a) Subject to Articles 43 and 48 the election of Ordinary Council Members and Honorary Officers shall be conducted by way of ballot, the result of which shall be announced at the Annual General Meeting, and the provisions of this Article 58 shall apply to such a ballot
- (b) No person other than an Ordinary Council Member or Honorary Officer retiring at the Annual General Meeting shall be eligible for election in a ballot unless, not less than 8 weeks before the date appointed for the Annual General Meeting, there shall have been deposited at the registered office of the Society a written notice, signed by two Members duly qualified to attend and vote at the Annual General Meeting, proposing and seconding such person and containing a declaration signed by that person of his willingness to be elected
- (c) No Ordinary Council Member retiring at the Annual General Meeting shall, be eligible for re-election unless, not less than 8 weeks before the date appointed for the Annual General Meeting he shall have deposited at the registered office of the Society a written notice confirming his willingness to be re-elected
- (d) Each candidate, whether standing as an Ordinary Council Member or as an Honorary Officer shall submit with his nomination, a factual statement in a form acceptable to the Council not exceeding 100 words describing that candidate together with a current photograph of the candidate. The Council shall not be entitled to circulate any material expressing any opinion about candidates for election or appointment other than material supplied pursuant to

the foregoing The Council may, at its sole discretion, refuse to accept any nomination which is not in compliance with this Article

- (e) There shall be sent to each Member, together with the notice convening the Annual General Meeting-
 - (i) a list of those Ordinary Council Members who will be retiring at the Annual General Meeting,
 - (ii) a list of candidates standing for election or re-election as Ordinary Council Members,
 - (iii) a ballot paper, and
 - (iv) the factual statements and photographs as are supplied by each candidate
- (f) Each vote of a Member must be exercised on the ballot paper supplied by the Society A Member's ballot paper will only be valid if it is either-
 - (i) deposited at the registered office of the Society or such other address as may be designated on the ballot paper, not later than 48 hours before the time fixed for the Annual General Meeting, or
 - (ii) produced to the Annual General Meeting by the Member in person
- (g) If the number of candidates in the list sent to Members under Article 58(e) (ii) exceeds the number of vacancies on the Council at the date of the Annual General Meeting then those candidates who, in number are equal to the number of vacancies at the date of the Annual General Meeting and who receive a greater number of votes of Members shall be Ordinary Council Members with effect from the declaration of the result of the ballot
- (h) If the number of candidates in the list sent to Members under Article 58(e)(ii) is equal to or fewer than the number of vacancies on the Council at the date of the Annual General Meeting all such candidates who receive at least 10 votes of Members shall be Ordinary Council Members with effect from the declaration of the result of the ballot
- (i) Articles 58(b) to (h) above, shall apply *mutatis mutandis* in relation to the election of Honorary Officers

DISQUALIFICATION OF ALL COUNCIL MEMBERS

- 59
- (a) The office of Council Member shall be vacated if-
 - (i) the Council Member shall enter into an individual voluntary arrangement or suffer the making of a statutory demand or the presentation of a petition for a bankruptcy order or make any

arrangement or composition with his creditors or have any distress for rent or other seizure under execution or other legal process made in respect of his assets, or

- (ii) a registered medical practitioner who is treating that Council Member gives a written opinion to the Society stating that that person has become physically or mentally incapable of acting as a company director and may remain so for more than three months, or by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
 - (iii) is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed) which might reasonably be thought by a majority decision of the Council to affect adversely the performance of his duties, or
 - (iv) becomes prohibited by law from being a Council Member or a director of any other company or ceases to be a Council Member by reason of any provision of the Act, or
 - (v) resigns from office by notice in writing to the Society, or
 - (vi) is removed from office by a resolution duly passed pursuant to Section 168 of the Act, or
 - (vii) ceases to be a Member
 - (viii) is directly or indirectly interested in any contract with the Society and fails to declare the nature of such interest in the manner required by section 177 of the Act, or
 - (ix) is absent from all meetings of the Council during any period of 12 consecutive months, unless the Council resolves otherwise.
- (b) A Council Member shall not vote in respect of any contract in which the Council Member is interested or any matter arising thereat and if the Council Member does so vote such vote shall not be counted

PROCEEDINGS OF COUNCIL

- 60 (a) The Council may meet for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit Questions arising at any meeting shall be decided by a majority of votes In the case of an equality of votes the chairman shall have a second or casting vote The chairman or any 3 Council Members together may, and the Secretary to the Council on the requisition of the chairman or any 3 Council Members together shall, at any

time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of Council to any Council Member for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Council shall be one half of the elected Council Members from time to time, or if the number of them for the time being is not divisible by two, then one half of the next highest number which is so divisible.

(b) At the first Council meeting after each Annual General Meeting the Council shall elect from among the Ordinary Council Members a Chairman and Vice Chairman of their meetings. Nominations for the positions should be sent to the Secretary to the Council not later than 10 days before the meeting. In the case of multiple nominations for either post, the Secretary to the Council will inform all Council Members of the nominations, and will enclose a ballot paper. Those unable to attend the first Council meeting may vote, using this paper, and sending it under cover to the Secretary to the Council. These postal votes will be opened at the meeting, and added to the votes of those attending. It shall not be possible for the Chairman of Council to hold in addition any other post on the Council, or to act as chair of any committee of the Council. He may serve not more than three continuous one year terms as chairman and then should retire from the chairmanship for at least one year. Any retirement as chairman will not affect the Council Member's position as Council Member.

(c) The Chairman shall preside as chairman at every Council meeting. If no Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the Vice-Chairman shall be chairman of the meeting. If no Vice-Chairman is elected, or if at any meeting the Vice-Chairman is not present within 5 minutes after the time appointed for holding the same, the Council Members present may choose one of their number to be chairman of the meeting.

(d) A meeting of the Council at which a quorum is present, shall be competent to exercise all the authorities, powers, and discretions by or under the regulations of the Society for the time being vested in the Council generally.

61 The Council may delegate any of its powers to committees consisting of such Council Members as they think fit, and a committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council. All acts and proceedings of such committees shall be reported as soon as is reasonably practicable to the full body of the Council. Non-Council Members may be co-opted onto committees where necessary. These will be non-voting appointments, they must be ratified by Council and no more than two may be appointed to any committee. The power delegated to committees is to make recommendations to Council and no committee may override any existing policy made or decision taken by Council.

62 The quorum necessary for the transaction of the business of a committee of the Council shall be one half of the number of Members of the committee for the time being, or if the number of them for the time being is not divisible by two, then one half of the next highest number which is so divisible.

- 63 At the first committee meeting after the first full Council meeting following the Annual General Meeting and the allocation of Council Members to committees, each committee shall elect a chairman of its meetings, if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the committee Members present may choose one of their number to be chairman of the meeting
- 64 A committee may meet and adjourn as it thinks proper Questions arising at any meeting shall be determined by a majority of votes of the committee Members present, and in the case of an equality of votes the chairman shall have a second or casting vote
- 65 All acts done by any meeting of the Council or of a committee of Council, or by any person acting as a Council Member shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Council Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council Member
- 66 A resolution in writing or in electronic form agreed by a simple majority of all the Council Members entitled to receive notice of a meeting of the Council Members or of a committee of Council Members and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council Members or (as the case may be) a committee of the Council Members duly convened and held provided that
- (a) a copy of the resolution is sent or submitted to all the Council Members eligible to vote, and
 - (b) a simple majority of Council Members has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within a period of 10 days beginning with the circulation date
- A resolution in writing passed in accordance with this Article may comprise several documents containing the text of the resolution in like form to each of which one or more Council Members has signified their agreement

THE COMPANY SECRETARY

- 67 The Company Secretary may be appointed by the Council for such term and upon such conditions as it may think fit and any Company Secretary so appointed may be removed by them

PRESIDENT

68. Subject to the provisions of Article 70, the Council may at any time appoint such person as it shall, in its absolute discretion, think fit to hold the office of President,

and may from time to time specify or vary the role, powers or duties of the President

69. A Council Member may not also hold the office of President, and the President shall be entitled to attend but shall not be entitled to vote at meetings of the Council or any of its committees
- 70 For so long as a President is in office, at each Annual General Meeting there shall be proposed, as an ordinary resolution, a motion that the President shall continue in office If that resolution is passed the person appointed as President shall continue in office until the next Annual General Meeting If that resolution is rejected the then President shall automatically cease to hold the office of President with effect from the conclusion of the Annual General Meeting at which the resolution is rejected If, for any reason, the motion is not put to the Annual General Meeting the President then holding office shall continue in office until the next Annual General Meeting.

VICE-PRESIDENTS

- 71 Subject to the provisions of Article 72, the Council may, at any time, appoint up to five persons as it shall, in its absolute discretion, think fit to hold office as Vice-Presidents and may from time to time specify or vary the titles, roles, powers and duties of any of the Vice-Presidents
- 72 A Council Member may not also hold office as a Vice-President and the Vice-President shall not be entitled to attend or vote at meetings of the Council or any of its committees
73. At the first Annual General Meeting following the appointment of a person as a Vice-President there shall be proposed, as an ordinary resolution, a motion that the person appointed as Vice-President shall continue in office If that resolution is passed the person shall continue in office as Vice-President until such time as they resign
- 74 The Society may at any time by vote in general meeting, appoint any Members as patrons or Honorary Members or to any other office in connection with the Society, that may be thought expedient

THE SEAL

- 75 The Council may have a seal and if it does so it shall provide for the safe custody of it , and it shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Council Member and shall be countersigned by the Company Secretary or by a second Council Member or by some other person appointed by the Council for the purpose

ACCOUNTS AND REPORT OF COUNCIL

- 76 The Council shall cause proper books of account to be kept in accordance with the provisions of the Act with respect to-
- (a) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place,
 - (b) the assets and liabilities of the Society, and
 - (c) all those matters required by the Act to be shown in the Accounts of the Society

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions

- 77 (a) The books of account shall be kept at the registered office of the Society, or, subject to section 388 of the Act, at such other place or places as the Council may think fit, and shall always be open to the inspection of the Council.
- (b) The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of Members not being Council Members, and no Member (not being a Council Member) shall have any right of inspecting any account or books or document of the Society except as conferred by statute or authorised by the Council or by the Society in general meeting subject nevertheless to the provision of Article 10
78. The Council shall from time to time cause to be prepared and laid before the Society in general meeting such profit and loss accounts, balance sheets and reports of Council as are provided for by any applicable law, including charity law
- 79 A copy of every balance sheet (including every document required by any law to be annexed thereto) which is to be laid before the Society in general meeting, together with a copy of the Auditor's report, shall not less than 21 days before the date of the meeting be sent to every Member of, and every holder of debentures of, the Society, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware

AUDIT

- 80 Properly qualified auditors shall be appointed and their duties regulated in accordance with the Act

NOTICES

- 81 A notice in writing may be given by the Society to any Member either personally or by sending it by first class post to the Member or the Member's registered address or in electronic form, in accordance with the Act. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of 48 hours after the letter containing the same is posted by first class post.
- 82 Notice of every general meeting shall be given in any manner hereinbefore authorised to-
- (a) every Member except persons who have failed to pay their annual subscription for the then current year,
 - (b) the auditors for the time being of the Society and
 - (c) every person being a trustee in bankruptcy of a Member where the Member but for his bankruptcy would be entitled to receive notice of the meeting.

No other person shall be entitled to receive notices of general meetings

INDEMNITY

- 83 Subject to the Act, in the execution of his duties and the exercise of his rights in relation to the affairs of the Society (and without prejudice to any indemnity to which he may otherwise be entitled) every Council Member and the Company Secretary shall be entitled to be indemnified out of the assets of the Society against any liabilities suffered or incurred by him in defending any proceeding, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted, or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

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