Company Number: 73855

Charity Number: 529952

Incorporated: 28th May 1902



THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE BRONTË SOCIETY

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of The Brontë Society

1. Name

The name of the Society is The Brontë Society.

2. Place of Incorporation

The registered office of the Society is situated in England.

3. Definitions

In these Articles:-

"**address**" means a postal address or, for the purpose of electronic communication, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Society;

"**Affiliate**" means a person or body, not being a Member of the Society, who is designated as an affiliate by the Board in accordance with Article 12;

"**the Articles**" means the Society's Articles of Association;

"**the Board**" means the Board of Trustees of the Society (formerly known as the Council of Management) consisting of the Board Members (also known as the Trustees) who are the company directors of the Society;

"**Board Members**" means the Trustees;

"**Chair**" means the Chair of Trustees;

"**clear days**" in relation to the period of a notice means that period excluding the day on which the notice is given or deemed to be given and the day of the meeting or other event for which it is given or on which it is to take effect;

"**the Commission**" means the Charity Commission for England and Wales;

"**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006) including the statutory modification or re-enactment for the time being in force insofar as they apply to the Society;

"**Company Secretary**" means any person appointed to perform the duties of the Secretary of the Society;

"**connected person**" has the meaning given in section 188 of the Charities Act, and includes:

(a) a child, parent, grandchild, grandparent, brother or sister of a Trustee;

(b) the spouse or civil partner of a Trustee or of any person falling within (a) above;

(c) a person carrying on business in partnership with the Trustee or with any person falling within (a) and (b) above;

(d) an institution which is controlled:

i) by the Trustee or any connected person falling within articles (a), (b) and (c) above; or

ii) by two or more persons falling within article (d)(i) above, when taken together

(e) a body corporate in which-

i) the Trustee or any connected person falling within (a) to (c) above has a substantial interest; or

ii) two or more persons falling within sub-clause (e)(i) above who, when taken together, have a substantial interest.

"**curtilage**" means the area edged red on the plan attached to these Articles;

"**document**" includes, unless otherwise specified, any document sent or supplied in electronic form;

"**electronic form**" has the meaning given in section 1168 of the Companies Act 2006;

"**electronic means**" means a format in which all of the participants may communicate with all the other participants simultaneously (including but not limited to telephone calls with or without video conferencing facilities);

"**Member**" means a company law member of the Society;

"**person**" includes an organisation;

"**resolution**" means subject to any alternative majority set out in these Articles or any other provisions for resolutions in writing, a resolution agreed by a simple majority of the Members or Trustees who vote (as applicable);

"**the seal**" means the common seal of the Society;

"**the Society**" means the company governed by the Articles;

"**special resolution**" means subject to any alternative provisions for resolutions in writing, a resolution of which at least 14 clear days' notice has been given and which

is agreed by a 75% majority of the eligible Members who vote (in accordance with the Companies Act and these Articles) for it to be passed;

"**the Trustee**" means a member of the Board of Trustees. The Trustees are charity trustees as defined by section 177 of the Charities Act 2011;

"**the United Kingdom**" means Great Britain and Northern Ireland.

Words importing one gender shall include all genders, and the singular includes the plural 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 Companies Acts) or otherwise.

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

4. Liability of Members

4.1 The liability of the Members is limited to a sum not exceeding £1, being the amount that each Member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while a person is a Member or within one year after a person ceases to be a Member, for:

4.1.1 payment of the Society's debts and liabilities incurred before the person ceases to be a Member;

4.1.2 payment of the costs, charges and expenses of winding up; and

4.1.3 adjustment of the rights of the contributories among themselves.

5. Objects

5.1 The Objects of the Society are:

5.1.1 to promote interest in the life and works of the Brontë family in particular, but not exclusively, by establishing and maintaining permanent museums, galleries and libraries for the public benefit;

5.1.2 to acquire by donation, purchase, or otherwise, and to renovate and preserve artefacts, books, pamphlets, manuscripts, engravings, paintings, drawings, photographs, clothing, furniture and other objects of or relating to the Brontë family, and if thought fit, of other authors, for the public benefit;

5.1.3 to provide for the examination of the literary remains for further scholarship and better understanding of the lives and works of the Brontës and their writing and if thought fit, of other authors, and

publication of the memoirs of the Brontë family and other authors for the public benefit;

5.1.4 to promote the advancement of literature and the arts and to initiate projects that deepen literary engagement locally, nationally and throughout the world and which are rendered interesting by their association with the Bronte family for the public benefit;

5.1.5 to do all such things as are incidental or conducive to the attainment of the above Objects.

6. Powers

6.1 The Society has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Society has power:

6.1.1 to provide grants to individuals and organisations towards the costs associated with research, publication in a literary or artistic field, publishing works of scholarship, visits and other events, artistic performances or literature festivals, concert programmes, conferences and cultural activities;

6.1.2 to award grants to support the publication by other publishers of works of academic scholarship;

6.1.3 to award prizes for competitions;

6.1.4 to raise funds by whatever appropriate means. In doing so, the Society must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

6.1.5 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;

6.1.6 to purchase, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

6.1.7 subject to article 24.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117 and 122 of the Charities Act 2011;

6.1.8 to manage and deal with real and personal property or any interests in that matter, subject to such consents as may be required by law from time to time, including places where exhibitions may take place,

meetings may be held, art may be exhibited and performed and education may be practised and advanced;

6.1.9 to construct, maintain and alter buildings or structures;

6.1.10 to acquire, conserve and display exhibits, objects and collections;

6.1.11 to present, promote, organise, provide, manage and produce exhibitions, conferences, lectures, tours, seminars and literary, musical, dramatic and artistic entertainments and to formulate, prepare and establish schemes for such activities;

6.1.12 to promote, encourage, interpret or undertake research into any of the objects and disseminate the useful results of such research;

6.1.13 to procure to be written and to print, publish, issue, circulate and disseminate and communicate literary, visual and aural educational material including photographs, drawings, reports and periodicals, works, books, letters and correspondence, pamphlets and other literature;

6.1.14 to purchase, acquire and obtain interests in the copyright of or the right to display, perform or publish any material;

6.1.15 to acquire, act as trustees and undertake and execute any charitable trusts. Provided that in the case the Society shall take or hold any property:

(a) 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;

(b) 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;

6.1.16 to subscribe to, merge with, become a member of, co-operate with or enter into any partnership or joint venture arrangement with any other charitable organisation, institution, society or body not formed or established for purpose 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 7 and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or

undertaken by the Society or any such charitable organisation, institution, society or body;

6.1.17 subject to article 24.3 and to such consents as may be required by law from time to time, to borrow or raise money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation as the Society shall think fit, including mortgages, charges or securities over the whole or any part of its assets, present or future. The Society must comply as appropriate with sections 124 – 126 of the Charities Act 2011 if it wishes to mortgage land;

6.1.18 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;

6.1.19 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

6.1.20 to guarantee money for charitable purposes and establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

6.1.21 to draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable or mercantile instruments;

6.1.22 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves; and

(a) to deposit or invest the Society reserves but only in accordance with a written policy about investments;

(b) to employ or engage a professional fund-manager; and

(c) to arrange for the investments or other property of the Society to be held in the name of a nominee;

6.1.23 to employ and remunerate such staff as are necessary for carrying out the work of the Society and to make reasonable provision for the payment of superannuation and pensions to or on behalf of employees and their dependants;

6.1.24 the Society may employ or remunerate a Trustee only to the extent it is permitted to do so by article 8 and provided it complies with the conditions in that article;

6.1.25 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 by salaries or fees in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

6.1.26 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;

6.1.27 to admit to Membership such persons who support the Objects of the Society upon payment of subscriptions (if applicable);

6.1.28 to provide indemnity insurance for the Trustees in accordance with and subject to the conditions in section 189 of the Charities Act 2011;

6.1.29 to do all or any of the things authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Society is authorised to amalgamate;

6.1.30 to do all such other lawful things to further the attainment of the Objects of the Society.

7. Application of income and property

7.1 The income and property of the Society shall be applied solely towards the promotion of the Objects.

7.2 A Trustee:

7.2.1 is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.

7.2.2 may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in section 189 of the Charities Act 2011.

7.2.3 may receive an indemnity from the Society in the circumstances specified in article 43.

7.2.4 may not receive any other benefit or payment unless it is authorised by article 8.

7.3 Subject to article 8, none of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Society. This does not prevent a Member who is not also a Trustee receiving:

7.3.1 a benefit from the Society in the capacity of a beneficiary of the Society;

7.3.2 reasonable and proper remuneration for any goods or services supplied to the Society.

8. Benefits and payments to Trustees and connected persons

8.1 General provisions

No Trustee or connected person may:

8.1.1 buy any goods or services from the Society on terms preferential to those applicable to members of the public;

8.1.2 sell goods, services, or any interest in land to the Society;

8.1.3 be employed by or receive any remuneration from the Society;

8.1.4 receive any other financial benefit from the Society;

unless the payment is permitted by article 8.2 or authorised by the court or the Charity Commission.

In this article a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

8.2 Scope and powers permitting Trustee' or connected persons' benefits

8.2.1 A Trustee or connected person may receive a benefit from the Society as a beneficiary provided that it is available generally to the beneficiaries of the Society.

8.2.2 A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provisions of services, to the Society where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.

8.2.3 Subject to article 8.3.1 a Trustee or connected person may provide the Society with goods that are not supplied in connection with services provided to the Society by a Trustee or connected person.

8.2.4 A Trustee or connected person may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate) on the same terms as members of the public.

8.2.5 A Trustee or connected person may receive rent for premises let by the Trustees or connected person to the Society provided that

professional advice is obtained regarding the terms. The amount of the rent and the other terms of the lease must be reasonable and proper.

8.2.6 A Trustee or connected person may take part in the trading and fundraising activities of the Society on the same terms as members of the public.

8.3 Payment for supply of goods and services – controls

8.3.1 The Society and its Trustees may only rely upon the authority provided by article 8.2.3 if each of the following conditions are satisfied:

(a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Society or its Trustees (as the case may be) and the director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the Society;

(b) the amount or the maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question; and

(c) the other Trustees are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Society.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.

(f) The reason for their decision is recorded by the Trustees in the minute book.

(g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by article 8.

8.3.2 In Articles 8.2 and 8.3:

(a) "Society" includes any company in which the Society:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more Trustees to the board of the company.

(b) "connected person" includes any person within the definition of "connected person" in article 3.

9. Declarations of Trustees' interests

A Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A Trustee must absent themselves from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Society and any personal interest including but not limited to any personal financial interest.

10. Conflicts of interests arising from and conflicts of loyalties

10.1 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

10.1.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangements or transaction affecting that other organisation or person unless requested to remain to provide information prior to a final discussion and decision ;

10.1.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and

10.1.3 the unconflicted Trustees consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying and the reason for their decision is recorded by the Trustees in the minutes.

10.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

11. Membership

11.1 The number of Members is unlimited.

11.2 Membership is open to any individual or organisation interested in promoting the Objects who:

11.2.1 applies to the Society in the form required by the Trustees;

11.2.2 agrees to uphold the values and ethos of the Society; and

11.2.3 pays any subscription (if any) required in accordance with article 12.6 from time to time.

11.2.4 is approved by the Trustees.

11.3 Membership is not transferable.

11.4 The Trustees must keep a register of names and addresses of the Members.

11.5 Unless otherwise determined by the Board, the subscription 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 (or be entitled to any benefits attaching to their selected subscription class) unless and until the annual subscription (if applicable) in respect of the relevant year has been paid, which shall be due on the anniversary of the date of the person being admitted as a Member and joining their relevant subscription class.

12. Classes of membership

12.1 All Members are company law members and belong to the same class of company law members.

12.2 The rights and obligations of company law membership shall be recorded in the register of Members. The register of Members shall be open to the inspection of any current member of the Society on request.

12.3 The Trustees may not directly or indirectly alter the rights or obligations attached to company law membership.

12.4 The Board may in its absolute discretion elect a Member as an Honorary Member or patron 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 or patron and it may also cause the retirement of an Honorary Member or patron upon reasonable notice

12.5 The Board 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.

12.6 The Trustees may from time to time establish, alter and close subscriptions classes with different benefits and payments. Every Member must select a subscription class on joining or renewing their Membership. If a Member's Membership is terminated in accordance with article 13 or 14 then their membership of a relevant subscription class shall terminate at the same time.

13. Termination of membership

Membership is terminated:

13.1 if the Member dies or, if it is an organisation, ceases to exist, or

13.2 if the Member resigns by written notice to the Society;

13.3 upon expulsion from Membership of the Society in accordance with Article 14:

13.4 if any sum due from the Member to the Society is not paid in full within two calendar months of the due date or such other time as the Board may determine;

13.5 in the event that the Member fails to comply with such requirements for Membership and/or membership of a subscription class as are imposed by the Board from time to time;

13.6 upon Membership being otherwise terminated or lapsing in accordance with any rules or regulations for the time being of the Society.

14. Expulsion from Membership

14.1 A Member shall be removed as a Member of the Society (and as a member of their relevant subscription class) if 75% of the Trustees present and voting pass a resolution that it is in the best interests of the Society that the person's Membership (and membership of their relevant subscription class) is terminated. A resolution to remove the Member from Membership (and from membership of their relevant subscription class) may only be passed if:

14.1.1 the Member has been given at least fourteen days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and

14.1.2 the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Society) has been given the opportunity to make representations to the meeting.

14.2 If the Trustees pass a resolution in accordance with 14.1 above, the Member shall be removed as a Member of the Society (and as a member of their relevant subscription class) from the date of the resolution.

15. Registers

15.1 The Board shall cause the following registers to be kept at the Registered Office of the Society:

15.1.1 a Register of Members, and

15.1.2 a Register of the interests of the Trustees in debentures of the Society or its associated companies.

15.2 The Board shall cause such registers as are kept under the provisions of Article 15.1 to be completed and made available for inspection in accordance with the provisions of the Companies Acts.

16. General meetings

16.1 The Society shall not be required to hold an Annual General Meeting in any year.

16.2 The Board shall determine whether a general meeting (including any Annual General Meeting) shall be held in person, by electronic means or a combination of the two (a hybrid meeting).

16.3 All general meetings other than Annual General Meetings shall be called extraordinary general meetings.

16.4 The Board may, whenever it thinks fit, convene an extraordinary general meeting.

16.5 Subject to the Companies Acts, the Board 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.

17. Notice of general meetings

17.1 All general meetings of the Society (including extraordinary general meetings and Annual General Meetings) shall be called by at least 14 clear days' notice in writing.

17.2 The notice must specify the date time and place of the meeting (and/or in the case of a meeting to be held partly or fully by electronic means, specify arrangements for accessing the electronic meeting) and in case of special business specify the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to

appoint a proxy under section 324 of the Companies Act 2006 and Articles 19 and 20.

17.3 The notice must be given to all the Members and to the Trustees and auditors.

17.4 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

18. Proceedings at general meetings

18.1 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.

18.2 A quorum is 50 Members present in person, by proxy or by electronic means and entitled to vote upon the business to be conducted at the meeting.

18.3 The authorised representative of a member organisation shall be counted in the quorum.

18.4 If within half an hour from the time appointed for the meeting a quorum is not present:

18.4.1 the meeting, if convened upon the requisition of Members, shall be dissolved;

18.4.2 otherwise, the meeting must be adjourned to such other day and at such other time and place and/or electronic means as the Board may determine, in which case the Trustees must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting (and/or in the case of a meeting to be held partly or fully by electronic means, the arrangements for accessing the electronic meeting); and

18.4.3 if no quorum is present at the reconvened meeting within half an hour of the time specified for the start of the meeting, the Members present in person, by proxy or by electronic means at that time shall constitute the quorum for that meeting.

18.5 The Chair of the Board shall preside as chair at every general meeting of the Society, or if the Chair shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, then the Vice Chair (if any) of the Board shall chair the meeting. If the Vice Chair shall not be present within the said period of 15 minutes or shall be unwilling to act then the Trustees present shall choose one of the Trustees present to chair the meeting. If there is only one Trustee present and willing to act, such person shall chair the meeting. If no Trustee is present and willing to chair

the meeting the Members present in person, by proxy or by electronic means and entitled to vote must choose one of their number to chair the meeting.

18.6 The Members present in person, by proxy or by electronic means at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

18.7 The person who is chairing the meeting must decide the date, time and place at which the meeting (and/or in the case of a meeting to be held partly or fully by electronic means, the arrangements for accessing the electronic meeting) is to be reconvened unless those details are specified in the resolution.

18.8 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

18.9 If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting (and/or in the case of a meeting to be held partly or fully by electronic means, the arrangements for accessing the electronic meeting).

19. Content of proxy notices

19.1 The instrument appointing a proxy shall be in writing (a proxy notice). A proxy must be a Member.

19.2 An instrument appointing a proxy shall be in the form required by the Board from time to time or set down in bye laws of the Society.

19.3 Unless a proxy notice indicates otherwise, it must be treated as:

19.3.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

19.3.2 conferring authority to demand or join in demanding a poll;

19.3.3 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

20. Delivery of proxy notices

20.1 The proxy notice shall be deposited:

20.1.1 at the registered office of the Society or at such other place within the United Kingdom or electronic address as is specified for that purpose in the notice convening the meeting;

20.1.2 not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote to;

20.1.3 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.

20.2 A person who is entitled to attend, speak or vote (either on a show of hands, on a poll or by the electronic equivalent (as applicable)) 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.

20.3 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.

20.4 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.

20.5 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 appointer's behalf.

21. Votes of Members at the meeting

21.1 Every Member entitled to attend and vote at any general meeting shall have one vote.

21.2 No Member shall be entitled to attend, or vote at any general meeting unless all moneys presently payable by that Member to the Society have been paid.

21.3 At any general meeting a resolution put to the vote at a meeting shall be decided by a show of hands (or the electronic equivalent) unless before, or on the declaration of the result of, the show of hands (or the electronic equivalent) a poll is demanded:

21.3.1 by the person chairing the meeting; or

21.3.2 by at least five Members present in person, by proxy or by electronic means and having the right to vote at the meeting; or

21.3.3 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; or

21.3.4 by the Trustees when specifying the notice of the meeting (when Trustees may also specify that votes can be cast at a general meeting instead of by poll).

21.4 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

21.5 The result of the vote must be recorded in the minutes of the Society but the number or proportion of votes cast need not be recorded.

21.6 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

21.7 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands (or the electronic equivalent at a meeting held by electronic means) declared before the demand was made.

21.8 On a show of hands (or the electronic equivalent at a meeting held by electronic means) votes may be given personally or by proxy.

21.9 On a poll votes may be given either personally, by proxy or electronically as the Chair directs in accordance with article 21.10

21.10 Except as provided in Article 21.12 if a poll is duly demanded it shall be taken in such manner as the Chair directs (including electronically). The Chair may appoint scrutineers who need not be Members.

21.11 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

21.12 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

21.13 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs or if demanded under Article 21.3.4 in such a manner as will permit the results of the poll to be declared at the meeting.

21.14 The poll must be taken within thirty days after it has been demanded unless demanded pursuant to Article 21.3.4.

21.15 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken or the electronic format by which the poll is to be taken.

21.16 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

21.17 In the case of an equality of votes, whether on a show of hands or the electronic equivalent or on a poll, the Chair of the meeting at which the show of hands (or the electronic equivalent) takes place or at which the poll is demanded, shall not be entitled to a second or casting vote and such a resolution will not be passed.

21.18 If on any resolution any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not make ineffective the results of the voting unless it be pointed out at the same meeting (or immediately following the results of an electronic vote), and not in that case unless it shall, in the opinion of the Chair, be of sufficient magnitude to make ineffective the result of the voting.

21.19 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

22. Organisations acting by representatives at meetings

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

22.2 The organisation must give written notice to the Society of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The representative may continue to represent the organisation until written notice to the contrary is received by the Society.

22.3 Any notice given to the Society will be conclusive evidence that the representative is entitled to represent the organisation or that the representative's authority has been revoked. The Society shall not be required to consider whether the representative has been properly appointed by the organisation.

23. The Board of Trustees

23.1 A Trustee must be a natural person aged 16 years or older.

23.2 No one may be appointed a Trustee if they would be disqualified from acting under the provisions of article 27.

23.3 The number of Board Members shall be not less than 8 nor, until otherwise determined by a general meeting, more than 12.

23.4 Only a Member shall be entitled to be appointed or elected as a Trustee.

23.5 Provided that the number of Trustees shall not be less than 8 the Society may from time to time by ordinary resolution increase or reduce the number of Trustees.

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

Elected Trustees

23.7 There shall be no more than 10 Trustees at any one time elected by the Members in accordance with article 26.

Co-opted Appointment to Casual Vacancies of Elected Trustees

23.8 The Board shall have power at any time, and from time to time, to appoint up to two persons, who must be Members, to be Trustees to fill casual vacancies among the elected Trustees, but so that the total number of Trustees shall not at any time exceed the number fixed in accordance with these Articles. Any Trustee so appointed shall hold office for a term of 12 months, and shall then be eligible for re-election by the Members in accordance with article 26.

Direct Appointments in addition to Elected Appointments

23.9 The Board shall have power at any time, to directly appoint up to two persons, who must be Members, to be Trustees, but so that the total number of Trustees shall not at any time exceed the number fixed in accordance with these Articles. Any Trustee so appointed shall hold office for a term of 12 months. A Trustee directly appointed by the Trustees under this Article may be re-appointed by the Trustees for a second term of 12 months, following which they shall be eligible for election in accordance with article 26.

Non-voting Advisors

23.10 The Board shall also have the power to co-opt up to six people, who need not be Members, to be advisors to the Board, but they shall not be Trustees or have the rights to vote at a meeting of the Board.

24. Powers and duties of the Board

24.1 Subject to compliance with the provisions of Article 5 and Article 24.3, the Board may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and property, 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.

24.2 Any meeting of Trustees at which a quorum, as set out in article 29.7, is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

Restriction on Trustees' Powers relating to the Brontë Parsonage Museum

24.3 Subject to Article 24.4 the Society shall not, in relation to the grade 1 listed building known as the Brontë Parsonage Museum (the Brontë Parsonage or the Parsonage):

24.3.1 make any major structural alteration;

24.3.2 change its use;

24.3.3 erect any building or permanent structure within its curtilage;

24.3.4 create any mortgage or charge over it or its curtilage; or

24.3.5 sell the Parsonage;

unless the 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.

24.4 Nothing in Article 24.3.1 shall prevent the Board from authorising and implementing any work, repairs, and renovations to the Brontë Parsonage without approval of the Society in general meeting which –

24.4.1 do not significantly alter the structure or appearance of the Parsonage or the use to which it is put, or

24.4.2 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

24.4.3 are required to be undertaken or implemented to comply with any rules, regulations, or laws of any relevant authority.

Bye Laws

24.5 The Board may from time to time make such reasonable and proper 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 the benefits and conditions of different classes of subscription, and in particular, but without prejudice to the generality of the above, it may by such rules or bye laws regulate –

24.5.1 the admission of individuals and organisations to Membership of the Society;

24.5.2 the conduct of Members of the Society in relation to one another, and to the Society's officers employees and volunteers;

24.5.3 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;

24.5.4 the procedure at general meetings and meetings of the Board and committees of the Board in so far as such procedure is not regulated by these Articles or the Companies Acts; and

24.5.5 generally all such matters as are commonly the subject matter of Society rules.

24.6 The Board shall also have the power to alter, supplement and revoke any rules or bye laws from time to time in force.

24.7 The Board shall adopt such means as they deem sufficient to bring to the attention 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;

24.8 No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles of Association of the Society.

24.9 No regulation made by the Society in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

24.10 The Board shall cause minutes to be made of all appointments of officers made by them, of the names of the Trustees present at each meeting of the Board and of any committee of the Board, and of all resolutions and proceedings at all meetings of the Society, and of the Board, and of committees of Board. Any such minutes, if signed by the chair of such meeting or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts.

24.11 The Board may act despite any vacancy in the Board but if the number of Trustees is less than the minimum prescribed in these Articles they may only act as the Board to admit persons to Membership of the Society, fill vacancies in the Board or convene a general meeting.

25. Terms of office of Trustees

25.1 A Trustee elected by the Members in accordance with article 26 shall be appointed for a term of three years.

26. Election of Trustees

26.1 Subject to Articles 23.7, 23.8 and 23.9 the election of Trustees by the Members shall be conducted by way of ballot (which may be electronic) in accordance with any bye-laws or rules of the Society in place from time to time.

26.2 Prior to any ballot:

26.2.1 the vacancies arising for elected Trustees must be openly advertised;

26.2.2 the Trustees shall establish a nominations committee (consisting of at least three Trustees) to consider the potential candidates and to make a recommendation to the Trustees as to the candidates to be included on the ballot; and

26.2.3 Members must be provided with details of the candidates on the ballot along with details of how to participate in the ballot.

26.3 If the number of candidates included on the ballot exceeds the number of vacancies on the Board at the date the ballot opens then those candidates who receive a greater number of votes of Members in favour of their election than against their election and who in number are equal to the number of vacancies at the date the ballot opens shall be appointed Trustees with effect from the date that the declaration of the result of the ballot is made.

26.4 If the number of candidates included on the ballot is equal to or fewer than the number of vacancies on the Board at the date the ballot opens then such candidates who receive a greater number of votes of Members in favour of their election than against their election shall be appointed Trustees with effect from the date that the declaration of the result of the ballot is made.

26.5 A retiring Trustee shall not be eligible for re-election, co-option or direct appointment if such Trustee has served more than nine consecutive years in office as Trustee without a period out of office of at least one year.

27. Disqualification and removal of Trustees

27.1 The office of Trustee shall be vacated if:

27.1.1 the Trustee 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 creditors or have any distress for rent or other seizure under execution or other legal process made in respect of the assets of the Trustee;

27.1.2 a registered medical practitioner who is treating that Trustee gives a written opinion to the Society stating that that person has become physically or mentally incapable of acting as a Trustee 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;

27.1.3 the Trustee 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 Board to affect adversely the performance of such Trustee's duties;

27.1.4 the Trustee becomes prohibited by law from being a Trustee or a director of any other company or ceases to be a Trustee by reason of any provisions of the Companies Acts;

27.1.5 the Trustee resigns from office by notice in writing to the Society;

27.1.6 the Trustee is removed from office by a resolution duly passed in accordance with Section 168 of the Companies Acts;

27.1.7 the Trustee ceases to be a Member;

27.1.8 the Trustee 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 Companies Acts;

27.1.9 the Trustee is absent from 50% of the meetings of the Board during any period of 12 consecutive months, unless the Board resolves otherwise; or

27.1.10 The Board may by resolution approved by at least 75% of the Trustees present and voting, remove any Trustee before the expiration of that Trustee's period of office notwithstanding anything in the Articles or in any agreement between the Society and such Trustee provided that the Board shall notify forthwith the Trustee concerned, with not less than 30 days' notice of the intention to propose such resolution. The Trustee shall have the right to be heard at the Board meeting at which the resolution is put and to make a written statement of reasonable length which, if received in time, must be circulated to all Trustees with the agenda of the meeting, and if not sent out, the Trustee may require it to be read to the meeting. The decision of the Board is final. If the Trustees pass a resolution in accordance with this article the Trustee shall be removed as a Trustee from the date of the resolution.

28. Remuneration of Trustees

The Trustees must not be paid any remuneration unless it is authorised by article 7 and 8.

29. Proceedings of the Board

29.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.

29.2 Any Trustee may call a meeting of the Trustees.

29.3 The secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee.

29.4 Questions arising at a meeting shall be decided by a majority of votes.

29.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

Quorum

29.6 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.

29.7 The quorum necessary for the transaction of the business of the Board shall be one half of the elected Trustees 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.

29.8 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

29.9 A Trustee shall not be counted in the quorum present when a decision is made about a matter upon which that Trustee is not entitled to vote.

29.10 A meeting of the Board 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.

29.11 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustee or Trustees may act only for the purpose of filling vacancies or of calling a general meeting.

29.12 A Trustee may give a proxy notice to the chair of a Board Meeting or a committee meeting. A proxy may be given in writing or by email. A proxy is not to be included in the quorum necessary for the meeting.

Chair

29.13 The Board shall appoint from among the Trustees a Chair and Vice Chair of their meetings and such other lead Trustee roles as they think fit. Nominations for the positions should be sent to the Secretary not later than 10 days before the relevant meeting or such other period as shall be agreed by the Board. In the case of multiple nominations for such posts, the Secretary must inform all Trustees of the nominations and enclose a ballot paper. Those unable to attend the relevant Board meeting may vote, using this ballot paper, and send it to the Company Secretary. These postal votes

will be opened at the meeting and added to the votes of those attending. The Board may at any time revoke such appointment.

29.14 It shall not be possible for the Chair of the Board to hold in addition any other post on the Board, or to act as chair of any committee of the Board. Subject to 29.15 below, a person may not serve more than three continuous one year terms as Chair and then should retire as Chair for at least one year. Any retirement as Chair will not affect the Board Member's position as Trustee.

29.15 A person who has served the maximum number of terms as Chair, as provided in article 29.14, may be appointed for further terms of one year without the need for a one year break, if so resolved by the Trustees.

29.16 The Chair shall preside at every Board meeting. If no Chair is appointed, or if at any meeting the Chair is not present within 5 minutes after the time appointed for holding the meeting, the Vice-Chair shall chair the meeting. If no Vice-Chair is appointed, or if at any meeting the Vice-Chair is not present within 5 minutes after the time appointed for holding the meeting, the Trustees present may appoint one of their number to chair the meeting.

29.17 The person appointed to chair meetings of the Trustees shall have no additional functions or powers except those conferred by the Articles or delegated to such person by the Trustees.

30. Delegation

30.1 The Board shall determine the Committees required and allocate Trustees to those Committees.

30.2 The Board may delegate any of its powers or functions to committees consisting of such Trustees as they think fit but the terms of any delegation must be recorded in the minutes.

30.3 The Board may impose conditions when delegating, including the conditions that:

30.3.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate; and

30.3.2 no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Board.

30.4 A committee so formed shall in the exercise of the powers and functions so delegated conform to any regulations that may be imposed on it by the Board.

30.5 The Board may revoke or alter a delegation.

30.6 All acts and proceedings of any such committees must be reported back as soon as is reasonably practicable to the full body of the Board.

30.7 Non-Trustees may be co-opted onto committees where necessary. These will be non-voting appointments, they must be ratified by the Board and no more than two may be appointed to any committee.

30.8 The power delegated to committees is to make recommendations to the Board and no committee may override any existing policy made or decision taken by the Board.

30.9 The quorum necessary for the transaction of the business of a committee of the Board shall be one half of the number of Trustees 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.

30.10 At the first meeting of a committee, each committee shall appoint a chair of its meetings; if no such chair is appointed, or if at any meeting the chair is not present within 5 minutes after the time appointed for holding the meeting, the committee members present may appoint one of their number to chair the meeting. The committee shall review the appointment of the chair on an annual basis.

30.11 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 chair shall have a second or casting vote.

31. Validity of Trustees' decisions

31.1 Subject to article 31.2, all acts done by a meeting of the Board or of a committee of the Board or by any person acting as a Trustee, shall be valid notwithstanding the participation in any vote of a Trustee:

31.1.1 who was disqualified from holding office;

31.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

31.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

31.1.4 the vote of that Trustee; and

31.1.5 that Trustee being counted in the quorum.

the decision has been made by a majority of the Board at a quorate meeting.

31.2 A resolution in writing or in electronic form agreed by a simple majority of all the Trustees entitled to receive notice of a meeting of the Board or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or a committee of the Trustees duly convened and held provided that:

31.2.1 a copy of the resolution is sent or submitted to all the Trustees eligible to vote; and

31.2.2 a simple majority of Trustees 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.

31.3 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 Trustees has signified their agreement.

31.4 Article 31 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon such Trustee by a resolution of the Board or of a committee of Trustees if, but for article 31, the resolution would have been void, or if the Trustee has not complied with article 9.

32. The Company Secretary

A Company Secretary may be appointed by the Board for such term and upon such conditions as it may think fit and any Company Secretary so appointed may be removed by them.

33. President

33.1 Subject to the provisions of Article 33.3, the Board may at any time appoint (and remove) 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.

33.2 A Trustee 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 Board or any of its committees.

33.3 For so long as a President is in office, at each Annual General Meeting (if held) 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 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 (or an Annual General Meeting is not held) the President then holding office shall continue

in office until the next Annual General Meeting (or until such time as they are removed by the Board in accordance with article 33.1).

34. Vice-Presidents

34.1 Subject to the provisions of Article 34.2, the Board may, at any time, appoint (and remove) 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.

34.2 A Trustee 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 Board or any of its committees.

34.3 At the first Annual General Meeting (if held) 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. Until such time as an Annual General Meeting is held and/or if an Annual General Meeting is held and that resolution is passed at the Annual General Meeting the person shall continue in office as Vice-President until such time as they resign, are removed by the Board in accordance with article 34.1 or are removed pursuant to a resolution passed at a general meeting.

35. Patrons and Honorary Members

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.

36. The seal

The Board 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 Board or of a committee of the Board authorised by the Board, and every instrument to which the seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Company Secretary or by a second Trustee or by some other person appointed by the Board for the purpose.

37. Minutes

37.1 The Trustees must keep minutes of all:

37.1.1 appointments of officers made by the Board;

37.1.2 proceedings at meetings of the Society;

37.1.3 meetings of the Trustees and committees of the Trustees including

(a) the names of the Trustees present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate the reasons for the decisions.

38. Accounts and audit

38.1 The Board must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practise.

38.2 The Board must keep accounting records as required by the Companies Act.

38.3 Properly qualified auditors shall be appointed and their duties regulated in accordance with the Companies Acts.

38.4 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.

39. Inspection of accounts

39.1 The books of account shall be kept at the registered office of the Society, or, subject to section 388 of the Companies Acts, at such other place or places as the Board may think fit, and shall always be open to the inspection of the Board.

39.2 The Board 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 Trustees, and no Member (not being a Trustee) shall have any right of inspecting and account or books or document of the Society except as conferred by statute or authorised by the Board or by the Society in general meeting.

40. Report of the Board

The Board shall from time to time cause to be prepared and circulated to the Members such profit and loss accounts, balance sheets and reports of the Board as are provided for by any applicable law, including charity law. For the purposes of this article, "circulated" shall include by electronic form and/or displaying on a website accessible to the Members.

41. Annual Report and Return and Register of Charities

41.1 The Board must comply with the requirements of the Charities Act 2011 with regard to the:

41.1.1 transmission of a copy of the statements of account to the Commission;

41.1.2 preparation of an Annual Report and the transmission of copy of it to the Commission;

41.1.3 preparation of an Annual Return and its transmission to the Commission;

41.1.4 The Board must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

42. Notices

42.1 Notice of every general meeting shall be given in any manner authorised to:

42.1.1 every Member except persons who have failed to pay their annual subscription for the then current year,

42.1.2 the auditors for the time being of the Society; and

42.1.3 every person being a trustee in bankruptcy of a Member where the Member but for such bankruptcy would be entitled to receive notice of the meeting.

No other persons shall be entitled to receive notices of general meetings.

42.2 Subject to the Articles, anything sent or supplied by or to the Society under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of the Companies Acts to be sent or supplied by or to the Society.

42.3 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

42.4 Any notice to be given to or by any person pursuant to the Articles:

42.4.1 must be in writing; or

42.4.2 must be given in electronic form.

42.5 The Society may give any notice to a Member either:

42.5.1 personally; or

42.5.2 by sending it by post in a prepaid envelope to the address of the Member; or

42.5.3 by leaving it at the address of the Member; or

42.5.4 by giving it in electronic form to the Member's address; or

42.5.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

42.6 A Member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it is called.

42.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

42.8 Proof that an electronic form of notice was given shall be conclusive where the Society can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

42.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

42.9.1 48 hours after the envelope containing it was posted; or

42.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

43. Indemnity

43.1 The Society shall indemnify a relevant Trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006 including a successful defence to criminal proceedings.

43.2 In this article a 'Trustee' means any Trustee or former Trustees of the Society.

44. Disputes

If a dispute arises between Members of the Society about the validity or propriety of anything done by the Members of the Society under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

45. Dissolution

45.1 The Members of the Society may at any time before, and in expectation of, its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision has been made for them, shall on or

before the dissolution of the Society be applied or transferred in any of the following ways:

45.1.1 directly for the Objects; or

45.1.2 by transfer to any charity or charities for purposes similar to the Objects; or

45.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

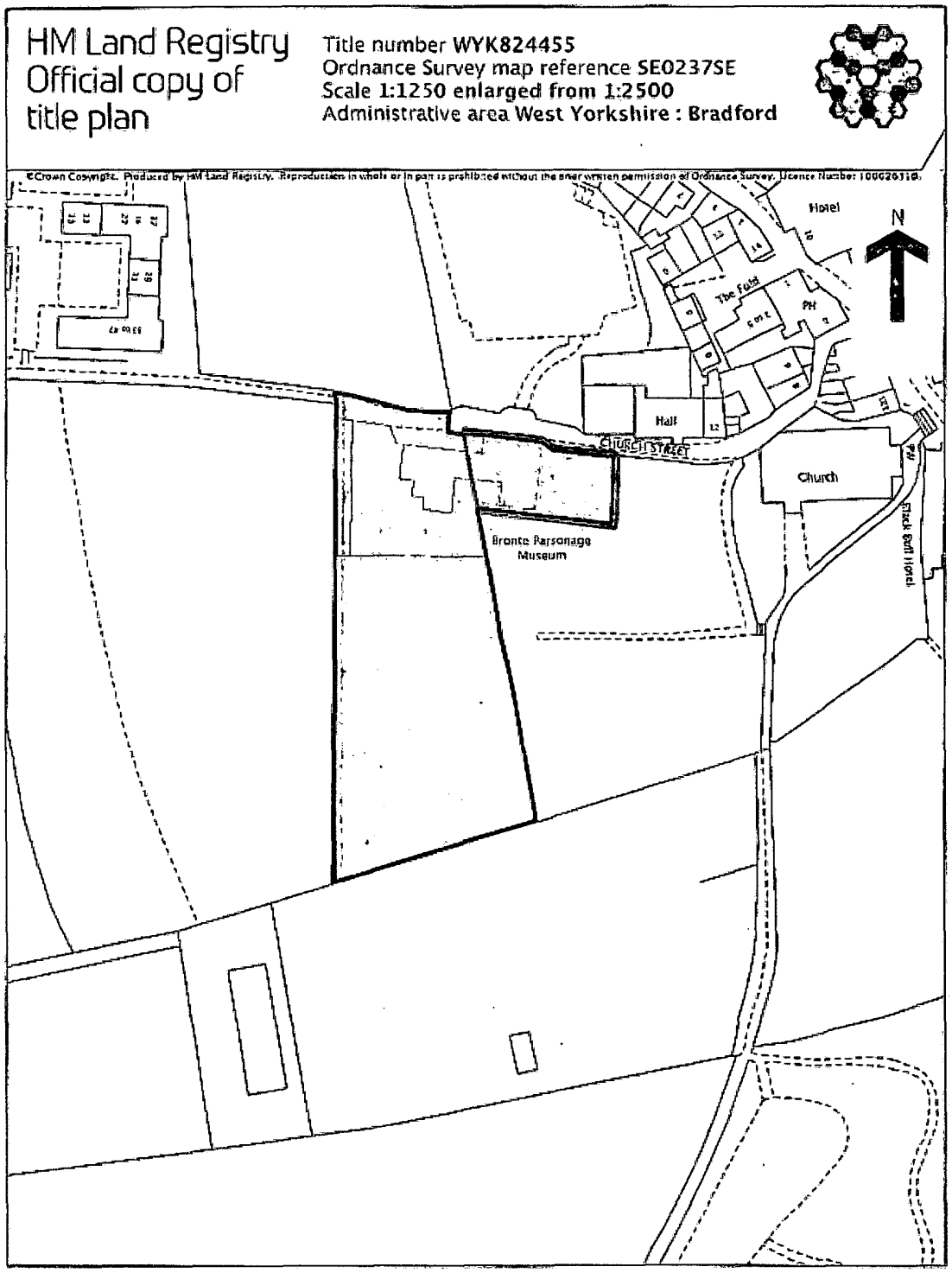
45.2 Subject to any such resolution of the Members of the Society, the Board may at any time before and in expectation of its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Society be applied or transferred:

45.2.1 directly for the Objects; or

45.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

45.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

45.3 In no circumstances shall the net assets of the Society be paid to or distributed among the Members of the Society (except to a Member that is itself a charity) and if no resolution in accordance with article 45.1 is passed by the Members or the Board the net assets of the Society shall be applied for charitable purposes as directed by the Court or the Commission.


HM Land Registry
Official copy of
title plan
Title number WYK824455
Ordnance Survey map reference SE0237SE
Scale 1:1250 enlarged from 1:2500
Administrative area West Yorkshire : Bradford
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Hotel
N
The Fish
PH
Hall
Church Street
Church
Bronte Parsonage
Museum
Black Bull Hotel