

THE COMPANIES ACT 2006

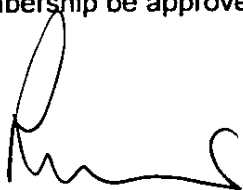
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Royal Bath and West Of England Society

Special Resolution

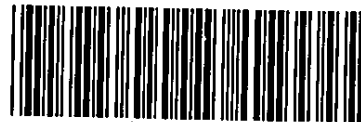
At the Meeting of the Company held on 16 September 2010 the following special resolution was duly passed

THAT the revised Articles of Association in the form previously circulated to the membership be approved



~~Chairman~~ TRUSTEE

TUESDAY



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A21

11/01/2011

353

COMPANIES HOUSE

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

THE ROYAL BATH & WEST OF ENGLAND SOCIETY

(as adopted by special resolution passed on 16 September 2010)

Incorporated the 23rd day of May 1994



COMPANIES HOUSE

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
- of -
THE ROYAL BATH & WEST OF ENGLAND SOCIETY

Interpretation:

1 1 In these Articles the following words and expressions shall have the following meanings

"the Acts" the Companies Acts and every other statute, order, regulation or other subordinate legislation from time to time in force concerning companies and affecting the Society

"the Articles" the Articles of the Society

"CA 2006" the Companies Act 2006

"Clear Days" (in relation to the period of a Notice) 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

"the Companies Acts" the Companies Acts (as defined in Section 2, CA2006) insofar as they apply to the Society

"executed" includes any mode of execution

"Model Articles" the model articles for private companies limited by guarantee as set out in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229)

"Office" the registered office of the Society

"the Seal" the Common Seal of the Society

"Secretary" the Secretary of the Society or any other person appointed to perform the duties of the Secretary of the Society including a joint assistant or deputy secretary

"the United Kingdom" Great Britain and Northern Ireland

1 1 Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Acts but excluding any statutory modification thereof not in force when these Articles become binding on the Society and words denoting any one gender include all genders

- 1 2 The Model Articles shall not apply to the Society and these Articles shall be the articles of association of the Society (to the exclusion of any other regulations set out in any statute, statutory instrument or other subordinate legislation from time to time in force)
- 2 The name of the company is **The Royal Bath & West of England Society** (hereinafter called "**the Society**")
- 3 The Registered Office of the Society will be situated in England and Wales
- 4 The object for which the Society is established is the promotion of agriculture and for the purposes of these Articles agriculture shall include the science or occupation of cultivating and planting up land, rearing plants, crops, trees of whatsoever nature, rearing livestock and all aspects of farming and conservation and without prejudice to the generality of the foregoing to encourage skill and industry in agriculture and in all allied trades, craft and professions connected with the rural economy In furtherance of such object but not further or otherwise the Society shall have the following powers -
 - 4 1 to take over of the whole of the real and personal property belonging to and to undertake all the liabilities of the unincorporated Association known as The Royal Bath & West of England Society whose principal office is situate at The Showground Shepton Mallet Somerset ("**the Showground**") and the objects of which are the same as those set out in Articles 4 2, 4 3, 4 4 and 4 5 of this article 4
 - 4 2 to hold exhibitions and competitions of
 - 4 2 1 agriculture agricultural implements and such other articles connected with agriculture, and
 - 4 2 2 manufactures, and
 - 4 2 3 commerce, and
 - 4 2 4 rural craftsat the Society's permanent showground at Shepton Mallet or elsewhere
 - 4 3 to conduct or assist financially practical or scientific research in agriculture manufactures commerce and rural crafts
 - 4 4 to promote technical education in agriculture manufactures commerce and rural crafts by providing means of systematic instruction or scholarships
 - 4 5 to publish for circulation a journal or any other publication connected with agriculture manufactures commerce and rural crafts
 - 4 6 to purchase or acquire by gift or otherwise and act as trustees or managers of any real or personal property and rights or privileges attaching thereto and to construct maintain and alter buildings or erections thereon and to grant

leases of any or all of the same and to receive the rents and income derived therefrom

- 4 7 to do all such acts and things as may be deemed necessary for imparting instruction and for the encouragement of study education and learning
- 4 8 to act as trustees or managers of any endowment bequest or gift for agricultural purposes for manufacturers for commerce and for rural crafts
- 4 9 to receive voluntary donations and subscriptions for any of the purposes of the Society
- 4 10 subject to such consents as may be required by law to sell let or mortgage dispose of or turn to account all or any of the property or assets of the Society
- 4 11 to purchase or otherwise acquire plant and machinery including computer hardware and software furniture fixtures fittings and all other effects of every description and to apply for registration of any patents rights copyrights licences and the like
- 4 12 to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law
- 4 13 to take and accept any gift of money property or other assets whether subject to any special trust or not
- 4 14 to issue appeals hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Society in the shape of donations subscriptions or otherwise
- 4 15 to draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts
- 4 16 to invest the moneys of the Society not immediately required for its purposes in or upon such investments securities or property as may be thought fit **SUBJECT NEVERTHELESS TO** such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law
- 4 17 to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions
- 4 18 to undertake and execute charitable trusts
- 4 19 to engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise organise carry on the work of and advise the Society and subject to the provisions of Article 5 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees of the Society and their wives husbands and other dependants

- 4 20 to amalgamate with any companies institutions societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Society which prohibit payment of any dividend or profit to and the distribution of any of their assets among their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Society by the Articles
- 4.21 to pay out of funds of the Society the costs charges and expenses of and incidental to the formation and registration of the Society
- 4 22 to provide Indemnity Insurance to cover liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any 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 which the directors knew to be a breach of trust or breach of duty or which was committed by the directors 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 unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company
- 4 23 to do all such other things as shall further the attainment of the objects of the Society or any of them

Provided That:

- 4 23 1 In case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with or invest the same in such manner as allowed by law having regard to such trusts
- 4 23 2 The Society's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
- 5 The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in the Articles and except with the prior written authorisation of the Charity Commission 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 Director of the Society 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

- 5 1 of reasonable and proper remuneration to any member officer or servant of the Society (not being a Director) for any services rendered to the Society and

- of travelling expenses necessarily incurred in carrying out the duties of any member officer or servant of the Society
- 5 2 of interest on money lent by a Council Member or Director of the Society at a rate per annum not exceeding two percentage points less than the base lending rate for the time being of the Society's clearing bankers or 3% whichever is the greater
- 5 3 to any Director of reasonable out-of-pocket expenses
- 5 4 of fees remuneration or other benefit in money or money's worth to a company of which a member of the Society or a Director may be a member holding not more than one hundredth part of the capital of such Company
- 5 5 of the usual professional and other charges for business transacted and acts done by any Director (being a lawyer accountant or other person engaged in a profession or a business) or by any partner of his or hers or employee of the firm in which such Director is a partner or any company of which he or she may be a member, when instructed by the other Directors so to act in that capacity on behalf of the Society
- 5 6 of reasonable and proper rent for premises demised or let by any member of the Society or any Director
- 5 7 of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society, Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that 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
- 6 The liability of the members is limited
- 7 Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Society contracted before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding One pound (£1 00)
- 8 If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other charitable body or bodies having objects

similar to the objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Article 5 hereof such body or bodies to be determined by the members of the Society at or before the time of dissolution and in so far as effect cannot be given to such provisions then to some other charitable body

Council Members:

- 9 The subscribers to the Memorandum of Association of the Society and such other persons as are admitted to membership in accordance with the Articles shall be members of the Society and shall be called **Council Members** No person shall be admitted a Council Member unless he is first approved by the Directors who shall recommend his admission as a Council Member to the existing Council Members at their next following General Meeting Every person who wishes to become a Council Member shall deliver to the Society an application for membership in such form as the Directors shall require executed by him
- 10 A Council Member may at any time withdraw from the Society by giving at least seven clear days notice to the Society Membership shall not be transferable and shall cease on death
- 11 The Council Members may also at their discretion terminate the membership of any Council Member but the requirements of natural justice shall be respected and a Council Member shall be entitled to be heard in his own defence by the Directors or a Committee of the Directors
- 12 It shall be lawful for the Directors to provide for the admission of such persons as they may think fit to be friends or associates of the Society (by whatever name called) and to make rules governing the rights duties and liabilities (if any) of such friends or associates but so that such persons shall not by virtue of being friends or associates as aforesaid be Council Members and their rights (if any) shall not include a right to vote at General Meetings of the Society The Secretary shall keep an accurate register of and the rules governing such friends or associates of the Society

General Meetings:

- 13 The Society shall in each calendar 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 Notices calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next The Annual General Meeting in each year shall be held at such time and place as the Directors shall appoint

- 14 The Directors may call General Meetings and on the requisition of Council Members pursuant to the provisions of the Acts shall forthwith proceed to convene a General meeting in accordance with the provisions of the Acts If there are not within the United Kingdom sufficient Directors to call a General Meeting any Director or any Council Member of the Society may call a General Meeting

Notice of General Meetings:

- 15 15 1 All General Meetings, including Annual General Meetings, shall be called by at least fourteen Clear Days' notice but a General Meeting may be called by shorter notice if it is so agreed by a majority in number of the Council Members having a right to attend and vote being a majority together holding 95 per cent of the total voting rights at the meeting of all the Council Members
- 15 2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an Annual General Meeting shall specify the meeting as such
- 15.3 The notice shall be given to all the Council Members and to the Directors and Auditors
- 16 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:

- 17 No business shall be transacted at any meeting unless a quorum is present Twelve persons entitled to vote upon the business to be transacted each being a Council Member or a proxy for a Council Member or a duly authorised representative of a corporation shall be a quorum
- 18 If such quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time as the Directors may determine
- 19 The President of the Society or in his absence the Deputy President of the Society or in his absence the Chairman if any of the Board of Directors or in his absence some other Director nominated by the Directors shall preside as Chairman of the meeting but if neither the President nor the Deputy President nor the Chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act the Directors present shall elect one of their number to be Chairman and if there is only one Director present and willing to act he shall be Chairman

- 20 If no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting the Council Members present and entitled to vote shall choose one of their number to be Chairman
- 21 A Director shall notwithstanding that he is not a Council Member be entitled to attend and speak at any General Meeting
- 22 The Chairman may with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place When a meeting is adjourned for fourteen days or more at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted Otherwise it shall not be necessary to give any such notice
- 23 A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded Subject to the provisions of the Acts a poll may be demanded
- 23 1 by the Chairman, or
- 23 2 by at least two Council Members having the right to vote at the meeting, or
- 23 3 by a Council Member or Council Members representing not less than one tenth of the total voting rights of all the Council Members having the right to vote at the meeting,
- and a demand by a person as proxy for a Council Member shall be the same as a demand by the Council Member
- 24 Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution
- 25 The demand for a poll may before the poll is taken be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
- 26 A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be Council Members) and fix a time and place for declaring the

result of the poll The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

- 27 In the case of an equality of votes whether on a show of hands or on a poll the Chairman shall be entitled to a casting vote in addition to any other vote he may have
- 28 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 either forthwith or at such other time and place as the Chairman directs not being more than thirty days after the poll is demanded The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than a question on which the poll was demanded If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made
- 29 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken
- 30 A written resolution proposed in accordance with the provisions of Chapter 2 of Part 13 of the CA2006 shall lapse if it is not passed before the period of 6 calendar months beginning with the circulation date (as such is construed pursuant to Section 290, CA 2006)

Vote of Council Members:

- 31 On a show of hands and on a poll every Council Member present in person or by proxy or by authorised representative shall have one vote
- 32 A Council Member in respect of whom an Order has been made by any Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote whether on a show of hands or on a poll by his deputy curator bonis or other person authorised in that behalf appointed by that Court and any such deputy curator bonis or other person may on a poll vote by proxy Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the Office or at such other place as may be specified in accordance with the Articles for the deposit of instruments of proxy not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable
- 33 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid Any objection made in

due time shall be referred to the Chairman whose decision shall be final and conclusive

- 34 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

I/WE _____ of

being [a Council Member] [Council Members] of the above named Society

HEREBY APPOINT _____ of

or failing him _____ of

as [my] [our proxy to vote in [my] [our] name[s] and on [my] [our] behalf at the Annual/Extraordinary General Meeting of the Society to be held on

20[] and at any adjournment thereof

Signed on _____ 20[]

- 35 Where it is desired to afford Council Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

I/WE _____ of

being [a Council Member] [Members] of the above named Society **HEREBY**

APPOINT _____ of

or failing him _____ of

- 37 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

Number of Directors:

- 38 Unless otherwise determined by ordinary resolution the number of Directors shall not be more than 20 nor less than 10

Powers of Directors:

- 39 Subject to the provisions of the Acts and the Articles and to any directions given by special resolution the business of the Society shall be managed by the Directors who may exercise all the powers of the Society No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors
- 40 The Directors may by Power of Attorney or otherwise appoint any person to be the agent of the Society for such purposes and on such conditions as they determine including authority for the agent to delegate all or any of his powers

Delegation of Directors' Powers:

- 41 The Directors may delegate any of their powers to any committee consisting of one or more Directors or other persons They may also delegate to any Chief Executive appointed by the Directors in accordance with Article 51 or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered Subject to any such condition the proceedings of a Committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying

Appointment and Retirement of Directors

- 42 Subject to the provisions of these Articles, each Director shall be entitled to serve as a Director for a term commencing on the date of his appointment or reappointment (as the case may be) as a Director at an Annual General

Meeting and concluding at the third Annual General Meeting following the date of his appointment or reappointment, at which meeting he shall retire from office

43 If the Society at the meeting at which a Director retires pursuant to Article 42 above does not fill the vacancy the retiring Director shall if willing to act be deemed to have been reappointed unless: -

43 1 at the meeting it is expressly resolved not to fill the vacancy, or

43 2 a resolution for the reappointment of the Director is put to the meeting and lost, or

43 3 the Director is no longer eligible to be reappointed pursuant to Articles 44 and 49 below

44 No Director shall be eligible for reappointment as a Director if he has previously been or has been deemed to have been reappointed to office on 3 or more consecutive occasions immediately prior to such proposed reappointment unless he has been invited by the Chairman of the Directors to serve any further term(s) of office and each subsequent consecutive reappointment of him as a Director is approved by an Ordinary Resolution of the Society in General Meeting

45 No person other than a Director retiring pursuant to Article 42 who remains eligible to be reappointed as a Director shall be appointed or reappointed a Director at any General Meeting unless

45 1 he is recommended by the Directors, or

45 2 not less than fourteen nor more than thirty five clear days before the date appointed for the meeting notice executed by not less than five Council Members qualified to vote at the meeting has been given to the Society of the intention to propose that person for appointment or reappointment stating the particulars which would if he were so appointed or reappointed be required to be included in the Society's Register of Directors together with notice executed by that person of his willingness to be appointed or reappointed

46 Not less than seven nor more than twenty eight clear days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring pursuant to Article 42 at the meeting) who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Society of the intention to propose him at the meeting for appointment or reappointment as a Director The notice shall give the particulars of that person which would if he were so appointed or reappointed be required to be included in the Society's Register of Directors

47 Subject as aforesaid the Society may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director

48 The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following Annual General Meeting and if reappointed at such Annual General Meeting the period served prior to such Annual General Meeting shall not be taken into account in determining the term for which he has served as a Director for the purposes of Article 42. If not reappointed at such Annual General Meeting he shall vacate office at the conclusion thereof

Disqualification and Removal of Directors:

49 The office of a Director shall be vacated if

49 1 he ceases to be a Director by virtue of any provision of the Acts or the Charities Act 1993 or he becomes prohibited by law from being a Director, or

49 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or

49 3 he is or may be suffering from mental disorder and either

49 3 1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960; or

49 3 2 an Order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a deputy, curator bonis or other person to exercise powers with respect to his property or affairs, or

49 4 he resigns his office by notice to the Society, or

49 5 he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated

Directors' Expenses:

50 The Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or Committee of Directors or General Meetings or separate meetings of the holders of debentures of the Society or otherwise in connection with the discharge of their duties

Directors' Appointments and Interests:

- 51 Subject to the provisions of the Acts and of these Articles the Directors may appoint a Chief Executive and in addition one or more of their number to any other executive office under the Society and may enter into an agreement or arrangement with any Director for his employment by the Society or for the provision by him of any services outside the scope of the ordinary duties of a Director Any appointment of a Director to an executive office shall terminate if he ceases to be a Director
- 52 Subject to the provisions of the Acts and these Articles and provided that he has disclosed to the Directors the nature and extent of any material interest of his and all requirements of Articles 61 to 65 have been complied with in relation to conflicts of interest a Director notwithstanding his office
- 52 1 may be a party to or otherwise be interested in any transaction or arrangement with the Society or in which the Society is otherwise interested,
- 52 2 may be a Director or other officer of or employed by or a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Society or in which the Society is otherwise interested, and
- 52 3 shall not by reason of his office be accountable to the Society for any benefit which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
- 53 For the purposes of Article 52
- 53 1 a general notice given to the Directors in accordance with Section 177 or 182 of CA2006 that a Director is to be regarded as having an interest in the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified, and
- 53 3 a Director is not required to declare an interest of which a Director is not aware or where the Director is not aware of the transaction or arrangement in question

Proceedings of Directors:

- 54 Subject to the provisions of the Articles the Directors may regulate their proceedings as they think fit A Director may and the Secretary at the request of a Director shall call a meeting of the Directors It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom Questions arising at a 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

- 55 The Directors shall meet at least four times in each year
- 56 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be not less than one third of the total number of Directors from time to time
- 57 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number but if the number of Directors is less than the number fixed as the quorum the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting
- 58 The Directors may appoint one of their number to be the Chairman of the Board of Directors and may at any time remove him from that office Unless he is unwilling to do so the Director so appointed shall preside at every meeting of Directors at which he is present But if there is no Director holding that office or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting the Directors present may appoint one of their number to be Chairman of the meeting
- 59 All acts done by a meeting of Directors or of a committee of Directors or by a person acting as a Director shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote
- 60 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors,

Conflicts of Interest

- 61 A Director has a duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Society This duty applies to the exploitation of any property, information or opportunity (and it is immaterial whether the Society could take advantage of the property, information or opportunity) A reference to a conflict of interest in these articles includes a conflict of interest and duty and a conflict of duties
- 62 Article 61 does not apply to a conflict of interest arising in relation to the following transactions or arrangements with the Society and which the Directors resolve are in the best interests of the Society
- 62 1 any transaction or arrangement mentioned in Articles 5 and 52,

- 62 2 any transaction or arrangement with a charity of which a Director is a charity trustee or with which he or she is otherwise connected and which is in furtherance of the object of the Society and which does not confer a personal benefit on the Director,
- 62 3 any transaction or arrangement with a company limited by shares which is wholly owned by the Society (or the Society and other charities) and in which a Director does not have an interest otherwise than as an unpaid director and which does not confer a personal benefit on the Director, and
- 62 4 any transaction or arrangement with a company limited by guarantee which is wholly owned by the Society (or the Society and other charities) and in which a Director does not have an interest otherwise than as an unpaid director and which does not confer a personal benefit on the Director
- 62 5 the giving to the Director of a guarantee security or indemnity in respect of money lent to or an obligation incurred by him for the benefit of the Society or any of its subsidiaries,
- 62 6 the giving to a third party of a guarantee security or indemnity in respect of an obligation of the Society or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security
- 62 7 an interest that arises by virtue of the Director subscribing or agreeing to subscribe for any debentures of the Society or any of its subsidiaries or by virtue of the Director being or intending to become a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Society or any of its subsidiaries for subscription purchase or exchange,
- 63 In articles 62 and 65, a Director will be connected with another body or person if that body or person would be a "connected person" within the meaning of Schedule 5 of the Charities Act
- 64 Save as otherwise provided by the Articles, a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has a direct or indirect interest or duty and that conflicts or possibly may conflict with the interests of the Society A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote
- 65 The Directors may authorise a matter or situation in which a Director has, or may have, a direct or indirect interest that conflicts, or may conflict, with the interests of the Society but only if:
- 65 1 the interest is one that will not confer a personal benefit on the Director or any person connected with that Director at the expense of the Society to an extent greater than that permitted by the Articles,

- 65 2 the Directors act in what they consider is in the best interests of the Society,
and
- 65 3 that Director does not vote at a meeting of the Directors at which such a
conflict is authorised and does not count in the quorum for that part of the
meeting at which the authorisation of the conflict is discussed
- 66 The Society may by ordinary resolution suspend or relax to any extent either
generally or in respect of any particular matter any provision of the Articles
prohibiting a Director from voting at a meeting of Directors or of a committee
of Directors (save that no such resolution shall be passed that would cause
the Directors to fall foul of section 175 CA 2006 (as amended by section 182
CA 2006))
- 67 Where proposals are under consideration concerning the appointment of two
or more Directors to offices or employments with the Society or any body
corporate in which the Society is interested the proposals may be divided and
considered in relation to each Director separately and (provided he is not for
another reason precluded from voting) each of the Directors concerned shall
be entitled to vote and be counted in the quorum in respect of each resolution
except that concerning his own appointment
- 68 If a question arises at a meeting of Directors or of a committee of Directors as
to the right of a Director to vote the question may before the conclusion of the
meeting be referred to the Chairman of the meeting and his ruling in relation
to any Director other than himself shall be final and conclusive

Secretary:

- 69 Subject to the provisions of the Acts the Secretary shall be appointed by the
Directors for such term at such remuneration and upon such conditions as
they may think fit and any Secretary so appointed may be removed by them

Minutes:

- 70 The Directors shall cause minutes to be made in books kept for the purpose
- 70 1 of all appointments of officers made by the Directors, and
- 70 2 of all proceedings at meetings of the Society and of the Directors and of
committees of Directors including the names of the Directors present at each
such meeting

The Seal:

- 71 The Society need not have a Seal. If it has a Seal, the Seal shall only be
used by the authority of the Directors or of a committee of Directors
authorised by the Directors. The Directors may determine who shall sign any
instrument to which the Seal is affixed and unless otherwise so determined it
shall be signed by a Director and by the Secretary or by two Directors. Any

other document to be executed as a deed by the Society shall be signed by a Director and by the Secretary or by two Directors

President, vice-Presidents and Patrons:

- 72 The Directors may appoint any person to be the President and any person or persons to be vice-Presidents or Patrons of the Society for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointments be Directors or Council Members of the Society

Accounts:

- 73 No Council Member shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Directors or by ordinary resolution of the Society

Notices:

- 74 Subject to the provisions of the Acts (and save as otherwise provided in these Articles), any document or information required or authorised to be sent or supplied by the Society to any Council Members or any other person (including a Director) pursuant to these articles, the Companies Acts or any other rules or regulations to which the Society may be subject, may be sent or supplied in hard copy form, in electronic form, by means of a website or in any other way in which documents or information may be sent or supplied by the company pursuant to the Companies Acts
- 75 Subject to these Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked in writing to be sent or supplied with such notices or documents for the time being
- 76 The provisions of the CA2006 which apply to sending or supplying a document or information required or authorised to be sent or supplied by the Companies Acts by making it available on a website shall, mutatis mutandis, apply to the sending or supplying of any document or information required or authorised to be sent by these articles or any other rules or regulations to which the Society may be subject, by making it available on a website
- 77 The Society may send or supply any document or information to a Council Member or any other person (including a Director) pursuant to these articles, the Companies Acts or any other rules or regulations to which the Society may be subject, either personally, or by post in a prepaid envelope addressed to the Council Member (or such other person) at his registered address or at his address for service, or by leaving it at that address or any other address for the time being notified to the Society by the Council Member (or such other person) for the purpose, or by sending or supplying it using electronic means

to an electronic address for the time being notified to the Society by the Council Member (or such other person) for the purpose, or by any other means authorised in writing by the Council Member (or such other person) concerned

- 78 A Council Member whose registered address is not within the United Kingdom and who gives the Society an address within the United Kingdom to which documents or information may be sent or supplied to him, or gives an electronic address to which documents or information may be sent or supplied using electronic means, shall be entitled to have documents or information sent or supplied to him at that address, but otherwise no such member shall be entitled to receive any document or information from the Society
- 79 If on at least two consecutive occasions, the Society has attempted to send any document or information by electronic means to any address specified (or deemed specified) for the purpose and a delivery failure (or other similar) notification has been received by the Society, the Society thereafter shall send documents or information in hard copy form or electronic form (but not by electronic means) to such Council Member at his registered address or address for service within the United Kingdom (whether by hand, by post or by leaving it or them at such address), in which case the provisions of article 0 shall apply
- 80 If on three consecutive occasions, documents or information have been sent or supplied to any Council Member at his registered address or address for service of such documents or information in the United Kingdom but have been returned undelivered, such Council Member shall not thereafter be entitled to receive any documents or information from the Society until he shall have communicated with the Society and supplied in writing a new registered address or address within the United Kingdom for the service of documents or information or an electronic address to which documents or information may be sent or supplied using electronic means
- 81 Any Council Member present, in person or by proxy, at any meeting of the Society shall be deemed to have received due notice of such meeting and, where requisite, of the purpose for which such meeting was called
- 82 Save as provided otherwise in these Articles, any document or information addressed to a Council Member (or other person to whom such document or information is required or authorised to be sent pursuant to these Articles, the Companies Acts or otherwise) at his registered address or address for service (in the case of a member, in the United Kingdom) or electronic address, as the case may be shall
- 82 1 if hand delivered or left at a registered address or other address for service (in the case of a Council Member, in the United Kingdom), be deemed to have been served or delivered on the day on which it was so delivered or left,

- 82 2 if sent or supplied by post (whether in hard copy form or in electronic form), be deemed to have been received at the expiration of 48 hours after the envelope was posted,
- 82 3 if sent or supplied by electronic means (other than by means of a website), be deemed to have been received (if sent or supplied between the hours of 9am and 5pm on a working day) at the time it was sent, or (if sent or supplied at any other time) at 9 a m on the next following working day, and
- 82 4 if sent or supplied by means of a website, be deemed to have been received when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website
- 83 In calculating a period of hours for the purpose of article 0, account shall be taken of any part of a day that is not a working day
- 84 A Director may agree with the Society that documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than those set out in article 0
- 85 Subject to article 0, in providing such service or delivery it shall be sufficient to prove that the envelope containing the document or information was properly addressed and put into the post in a prepaid envelope or, in the case of a document or information sent or supplied by electronic means, that it was sent or supplied in accordance with the guidance issued by the Institute of Chartered Secretaries and Administrators entitled "Electronic Communications with Shareholders 2007" (as such guidance is amended or updated from time to time)
- 86 The Society shall not be held responsible for any failure in transmission beyond its reasonable control and the provisions of article 0 to article 0 (inclusive) shall apply regardless of any document or information being returned undelivered and regardless of any delivery failure notification or "out of office" or other similar response and any such "out of office" or other similar response shall not be considered to be a delivery failure.

Indemnity:

- 87 Subject to the provisions of the Acts but without prejudice to any indemnity to which a Director may otherwise be entitled every Director or other officer of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment 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

Rules:

- 88 1 The Directors may from time to time make such rules or bye laws as they 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 they may by such rules or bye laws regulate
- 88 1 1 the admission and classification of Council Members of the Society (including the admission of organisations to membership) and the rights and privileges of such Council Members and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees subscriptions and other fees or payments to be made by Council Members,
- 88 1 2 the conduct of Council Members of the Society in relation to one another and to the Society's servants,
- 88 1 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,
- 88 1 4 the procedure at general meetings and meetings of Directors and committees of the Directors in so far as such procedure is not regulated by the Articles,
- 88 1 5 generally all such matters as are commonly the subject matter of Society rules
- 88 2 The Society in general meeting shall have power to alter add to or repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Council Members of the Society all such rules or bye laws which shall be binding on all Council Members of the Society **Provided That** no rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the Articles