

Company number: 574816

**Special Resolution**

of

**The Abbeyfield Society  
("the Company")**

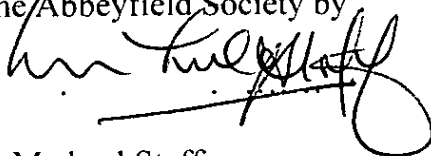
At an Annual General Meeting of the Company, duly convened and held in London on 28 March 2007, the following special resolution was duly passed

That, subject to the consent of the Housing Corporation, the Articles of Association of the Society be amended as follows

- (a) By attributing the number 12 2 to the un-numbered Article appearing immediately after Article 12 1 and re-numbering accordingly the current Articles 12 2 and 12 3
- (b) By adding the words "or Article 12 3" immediately after the words "Article 12 2" in Article 15

Signed for The Abbeyfield Society by

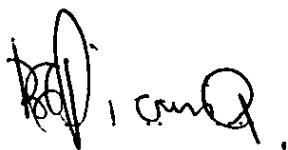
Signature



Name Michael Staff

Position Director

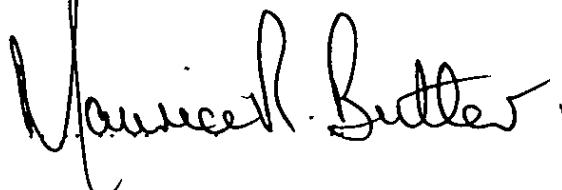
Signature



Name Bruce Picking

Position Director

Signature



Name Maurice Butler

Position Director

SATURDAY



A11 \*A63FJPV1\*

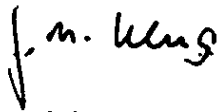
26/05/2007

358

COMPANIES HOUSE

6/6/07 399

Signature

A handwritten signature in black ink, appearing to read 'J. Klug', written over the printed name.

Name

Joanna Klug

Position

Company Secretary

Date

19 April 2007



*In the matter of the Housing Act 1996*

In the matter of **THE ABBEYFIELD SOCIETY** a Company registered under the Companies Act 1985, whose registered office is at **Abbeyfield House 53 Victoria Street St Albans Hertfordshire AL1 3UW**

WHEREAS **THE ABBEYFIELD SOCIETY** (hereinafter called "the Landlord") is a registered social landlord within the meaning of Part 1 of the Housing Act 1996

NOW THE HOUSING CORPORATION BY THIS ORDER pursuant to its powers under paragraph 11(3) of Schedule 1 to the Housing Act 1996 HEREBY CONSENTS to an amendment to the Memorandum and Articles of the Landlord

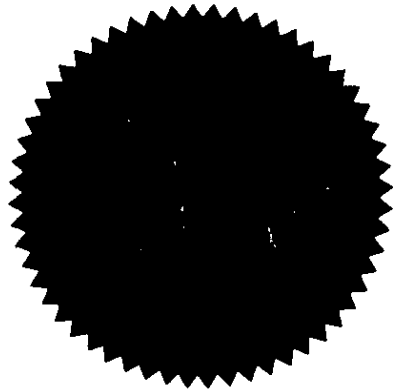
BY ORDER OF THE HOUSING CORPORATION in witness whereof the COMMON SEAL was hereto affixed this 30th day of April 2007

A partial amendment to the Memorandum and Articles of Association of the Landlord as copy attached

Authorised Signatory

Seal No

C48380



574816

## The Companies Act 1948 to 1989

Company limited by guarantee and not having a share capital

### Articles of Association

of

### The Abbeyfield Society

(Adopted by Special Resolution passed on 4 April 1989 and amended pursuant to Special Resolutions passed on 16 April 1991, 17 September 1991, 30 March 1993, 31 March 1998, 28 March 2001, 27 March 2003, 26 September 2006 and 28 March 2007)

#### Interpretation

##### 1 In these Articles

'the Act'	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,
'address'	in relation to electronic communication includes any number or address used for the purpose of such communication,
'Articles'	means the Articles of Association of the Society,
'clear days'	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
'electronic communication'	has the meaning ascribed to it in the Electronic Communications Act 2000,
'executed'	includes any mode of execution,
'the Board of Trustees'	means the Board of Trustees of the Society, and the Board of Trustees and the Trustees shall be the equivalent of and shall fulfil the functions of, respectively, the board and the directors of the Society, as defined in the Act,

adopted by the then National Council in 1966 and is annexed to the Scheme of Organisation,

‘Individual Member’	means an individual who is admitted to membership of the Society in accordance with Articles 4 to 6,
‘in writing’	written or printed including writing transmitted by electronic communication and “written” shall have a corresponding meaning,
‘Member Society’	means a body incorporated in the United Kingdom either under the Act, any statute which preceded the Act or under the Industrial and Provident Societies Act 1965 or previous or subsequent enactments thereof which becomes a Member of the Society in accordance with Article 3 and which with the consent of the Society uses the name ‘Abbeyfield’ in its title or description,
‘Members’	means the members of the Society being Member Societies and Individual Members admitted in accordance with Articles 2 to 5,
‘Office’	means the registered office of the Society,
‘Region’	means a territorial region for the time being established and designated as a region under the Scheme of Organisation, and for the purposes of these Articles shall include Scotland. However, it is recognised that Scotland is a separate entity. The Abbeyfield Society for Scotland Ltd is the central organisation for the movement in Scotland and is eligible for membership of the Society, as is each local Abbeyfield society in Scotland,
‘Regional Chairman’ ‘Regional Treasurer’	in relation to any Region means the persons for the time being holding those respective offices in the Region under the Scheme of Organisation,
‘Regional Council’	in relation to any Region means the Council established for the Region under the Scheme of Organisation,

‘the seal’	means the common seal of the Society,
‘Secretary’	means 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,
‘Scheme of Organisation’	means the scheme of organisation established in accordance with Article 88 which makes further provision for the structure and organisation of the Society,
‘Society’	means the above-named Society,
‘United Kingdom’	means Great Britain and Northern Ireland and shall be deemed to include the Isle of Man and the Channel Islands

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Society

Where references are made to statutes in force in England and Wales those references, where the context so requires, shall be taken to include reference to any corresponding or equivalent legislation having force in other parts of the United Kingdom

### **Members and membership**

- 2 From and after the adoption of these Articles the Society shall have the following categories of Members

Member Societies, and

Individual Members

- 3 Every organisation which wishes to become a Member Society shall deliver to the Society an application to become a Member Society in such form as the Board of Trustees may require (and supported by such evidence as the Board of Trustees may reasonably require) and shall become a Member of the Society only on being entered in the register of Members
- 4 Individuals who volunteer within the Abbeyfield movement and who are not members, trustees or employees of Member Societies or of the Society may apply to the Board of Trustees to be admitted as Individual Members
- 5 Every person who wishes to become an Individual Member shall deliver to the Society an application to be an Individual Member in such form as the Board of Trustees may require

- 6 The Board of Trustees may in its absolute discretion decline to accept any person as an Individual Member and need not give reasons for doing so Every Individual Member who is accepted by the Board of Trustees shall become a member of the Society forthwith on his or her details being entered in the register of Members

- 7 Notwithstanding the above the following persons shall be eligible to attend and speak, but not vote, at General Meetings of the Society

Patrons, President and Vice-Presidents,

Members of the Board of Trustees,

Members of any standing committee appointed by the Board of Trustees,

Regional Chairmen,

Regional Treasurers,

Individuals elected by a General Meeting of the Society as being individuals who have given special services in the past to the Society or individuals who are considered to have a particular contribution to make to the deliberations or activities of the Society These individuals shall be called Honorary Associates of the Society, and

Individuals who are duly appointed representatives of Associates appointed by the Society under Article 17

- 8 The Secretary shall keep the register of Members

- 9 The rights of a Member shall not be transferable or transmissible

- 10 Every Member Society on becoming a Member agrees

to adopt and work in accordance with the Guiding Principles and the established standards and methods of the Society,

to pay such membership fees as shall be determined from time to time by the Member Societies in General Meeting,

not at any time after the expiration of three months from receipt of written notice of cessation of membership of the Society to call itself by or exhibit on its notepaper, literature or properties any name including the word 'Abbeyfield' or to hold itself out as connected in any way with the Society

- 11 Every Member Society also agrees, upon liquidation or dissolution, so far as is consistent with its own Rules or Memorandum and Articles of Association

to use its best endeavours to transfer any remaining assets to the Society, subject to the provisions of Schedule 1 to the Housing Act 1996 and to any prior conditions properly attaching to the assets, or

- 11 1 to transfer any remaining assets to any other Member Society
- 11 2 Any assets transferred to the Society under Article 11 1 will be held by the Society to be used only for the benefit of any new or existing Member Society within the geographical area. Should it not prove practical to arrange such a use within 5 years of the receipt of the assets from a dissolved society the matter shall be referred to the Society in General Meeting together with a recommendation from the relevant Regional Council and the Society may then use such assets for the purposes approved by the Society in General Meeting, subject to any restrictions imposed by charity law
- 11 3 Any dispute arising under this Article may be referred to the Society in General Meeting at the request of the Board of Trustees
- 12 A Member Society shall cease to be a Member
  - 12 1 on the expiration of not less than six months' written notice given to the Secretary of its intention to cease its membership of the Society, or
  - 12 2 if the Board of Trustees concludes that it has failed to work within the Guiding Principles or in accordance with the established standards and methods of the Society, or
  - 12 3 by the failure to pay the membership fees payable before the expiration of four months after the due date for payment. The Board of Trustees may re-admit to membership any Member Society removed on this ground on the Member Society paying such reasonable sum as the Board of Trustees may determine, or
  - 12 4 if it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver (but not a receiver and manager appointed under section 18 of the Charities Act 1993) appointed over all or any of its assets or an order is made or a resolution passed for its winding up and the Board of Trustees resolves that it should cease to be a Member
- 13 Every Individual Member on becoming a Member agrees
  - to work in accordance with the Guiding Principles, and
  - to pay such subscriptions as shall be determined from time to time by the Individual Members in General Meeting
- 14 An Individual Member shall cease to be a Member



on the expiry of at least seven clear days' notice given by him or her to the Secretary of his or her intention to withdraw, or

if any subscription or other sum payable by the Individual Member to the Society is not paid on the due date and remains unpaid fourteen days after notice is served on the Individual Member by the Society informing him or her that he or she will be removed from membership if it is not paid. The Board of Trustees may re-admit to Individual Membership any person removed from Individual Membership on this ground on his or her paying such reasonable sum as the Board of Trustees may determine, or

if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors, or

if he or she dies, or

if, at a meeting of the Board of Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the Member be expelled. Such a resolution shall not be passed unless the Member has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board of Trustees. Every Member expelled under this paragraph shall have the right to an appeal in accordance with the procedures set out in the Scheme of Organisation. If such a resolution as is referred to in this paragraph is passed, then the Member shall forthwith cease to be a Member but without prejudice to the liability of the Member to pay to the Society any subscription or other sum owed by him or her

- 15 Effect shall not be given to cessation of membership of a Member Society under Article 12 2 or Article 12 3 above except as a result of the passing of a resolution under this Article at a General Meeting. Such a resolution shall not be put before a General Meeting under this Article without first obtaining a report and recommendation from the relevant Regional Council. Such a resolution shall not be passed unless at least two-thirds of the votes cast are in favour. A Member Society being the subject of such resolution shall have the right to speak and vote at the meeting at which it is considered regardless of any other provision under these Articles
- 16 Any Member Society or Individual Member ceasing by any means to be a Member shall remain liable for and shall pay to the Society all monies due from it to the Society at the time of its ceasing to be a Member or for which it may become liable under the provisions of the Memorandum and Articles of Association
- 17 The Society may appoint any corporate body having similar objects to those of Member Societies to be an Associate of the Society. An Associate may describe itself as such and may appoint a representative to attend, but not vote at, General Meetings of the Society

### **Membership fees and subscriptions**

- 18 Each Member Society shall pay such annual membership fees as shall be determined from time to time by a simple majority vote of the Member Societies in General Meeting
- 19 Membership fees for Member Societies shall be set by the Member Societies in General Meeting after taking account of the current and future expenditure and income of the Society and a recommendation of the Board of Trustees thereon. In the event of a General Meeting not giving approval to a resolution on membership fees for Member Societies, the rates then current will continue in force
- 20 Each Individual Member shall pay such annual subscriptions as shall be determined from time to time by a simple majority vote of the Individual Members in General Meeting. In the event of a General Meeting not giving approval to a resolution on subscriptions for Individual Members, the rates then current will continue in force for the ensuing year
- 21 The due date for payment of membership fees and annual subscriptions shall be the 1<sup>st</sup> May or such other date as may be set by the Society in General Meeting
- 22 The Society in General Meeting shall have the power to waive the payment of the membership fees of a Member Society or the subscriptions of an Individual Member
- 23 The Board of Trustees shall have the power to allow a Member Society or an Individual Member to defer payment of membership fees or annual subscriptions (as appropriate) for due cause

### **General meetings**

- 24 The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the 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 shall be held at such time and place as the Board of Trustees shall appoint
- 25 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings
- 26 The Board of Trustees may call General Meetings at any time and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a General Meeting, any Trustee or any member of the Society may call a General Meeting

- 27 Subject to the minimum requirement of the Act, any resolution to be proposed at a General Meeting of the Society shall be proposed either by the Board of Trustees or by not less than five Member Societies or by not less than twenty five Individual Members
- 28 A meeting of the Members of the Society together with the persons mentioned in Article 7 may be known as a National Council Meeting, but every Annual General Meeting of the Society shall in accordance with the Act and Articles 24 and 30 always be specified as an Annual General Meeting of the Society in the notice calling it

#### **Notice of general meetings**

- 29 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice All other Extraordinary 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

in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat, and

in the case of any other General Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at a General Meeting of all the Members

- 30 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
- 31 The notice shall be given to all the Members and to the Board of Trustees and auditors and those persons mentioned in Article 7
- 32 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member or person entitled to receive notice shall not invalidate the proceedings at that meeting

#### **Proceedings at general meetings**

- 33 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, determination of membership fees, and the report of the Board of Trustees and auditors, and the appointment of, and the fixing of the remuneration of, the auditors
- 34 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business Save as herein

otherwise provided, the quorum shall be such persons holding at least 10% of the voting rights of the Members

- 35 If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week but one, at the same time and place, or to such other day and such other time and place as the Board of Trustees may determine, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the Members present shall be a quorum
- 36 The President shall preside as chairman at every General Meeting of the Society or, if there is no President or if he or she is not present within five minutes after the time appointed for the holding of the meeting or is unwilling to act, such Vice-President as is present and willing to act and is either the only Vice-President present and willing to act or appointed by the Vice-Presidents present to act shall be chairman of the meeting, but if there is no Vice-President present and willing to act such person as the Board of Trustees select shall be chairman of the meeting
- 37 If at any meeting there is no person appointed by or under the last preceding Article to be chairman of the meeting, or the person who would be the chairman under that Article is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall choose a person present to be chairman of the meeting
- 38 The chairman may, with the consent of the 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
- 39 All resolutions put to the vote at an Annual General Meeting or an Extraordinary General Meeting shall be decided by a poll
- 40 Polls shall be taken as the chairman directs and he or she may appoint scrutineers (who need not be 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
- 41 In the case of an equality of votes the resolution shall be deemed to be defeated
- 42 A poll on the election of a chairman or on a question of adjournment shall be taken forthwith A poll on any other question shall be taken either forthwith or at such time and place as the chairman directs

- 43 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.
- 44 A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he or she was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

### **Votes of Members**

- 45 The voting structure shall be as follows

Member Societies with up to 3 houses	5 votes
Member Societies with 4 to 6 houses	10 votes
Member Societies with 7 to 9 houses	15 votes
Member Societies with 10 to 12 houses	20 votes
Member Societies with 13 to 15 houses	25 votes
Member Societies with 16 to 18 houses	30 votes
Member Societies with 19 or more houses	35 votes

Individual Members present or by proxy	1 vote
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- 46 The number of Member Society votes shall be determined by the number of houses shown for each Member Society in the then current published list of Member Societies, provided always that a house containing 16 or more resident places shall be regarded for such purposes as two houses.
- 47 No Member shall vote at any General Meeting, unless all monies then payable by the Member to the Society have been paid.
- 48 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.
- 49 The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Act.

### **Representatives of Member Societies at meetings**

- 50 A Member Society may by resolution of its directors or other governing body appoint such person as it thinks fit to act as its representative and exercise its powers at any meeting of the Society, and such person as it thinks fit to be an alternate representative. Such appointments may be by name or by office held, and may be either for a single meeting, for a defined period, or until the appointment is revoked by the Member. A person so appointed may act as the representative of more than one Member Society.
- 51 An instrument appointing a representative of a Member Society shall be in writing, executed by or on behalf of the appointor 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 Board of Trustees may approve)

"The Abbeyfield Society

The Abbeyfield

, being a Member  
Society of the above named Society, hereby appoints

or failing him

of

or failing him the  
chairman of the meeting, as its representative to vote in its name and on its behalf at the Annual/Extraordinary General Meeting of the Society to be held on 20 , and at any adjournment thereof

[Alternatively "at any General Meeting of the Society until  
(further notice)"]

[This form is to be used in respect of the resolutions mentioned  
below as follows

Resolution No 1 \*for \*against

Resolution No 2 \*for \*against]

Unless otherwise instructed, the representative may vote as he or she  
thinks fit or abstain from voting

Signed this

day of 20 "

- 52 The instrument appointing a representative of a Member Society or a copy of such instrument certified in a way approved by the Board of Trustees shall be produced by the representative on entering the meeting unless previously lodged at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting

## **Proxies of Individual Members**

- 53 Individual Members may appoint the chairman of a meeting as a proxy. A proxy shall be in writing, executed by the appointing Individual Member 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 Board of Trustees may approve)

"The Abbeyfield Society

I, \_\_\_\_\_,

of \_\_\_\_\_,

being a member of the Society hereby appoint the chairman of the meeting as my proxy to vote in my name and on my behalf at the Annual/Extraordinary General Meeting of the Society to be held on \_\_\_\_\_ 20\_\_\_\_, and at any adjournment thereof

[This form to be used in respect of the resolutions mentioned below as follows

Resolution No 1 \*for\* against  
Resolution No 2 \*for\* against]

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_

- 54 The instrument appointing a proxy of an Individual Member and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board of Trustees may -

Be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting at least 48 hours before the time of holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

In the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for taking of the poll or

Where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Trustee,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

55. A vote given or poll demanded by proxy or by the duly authorised representative of a Member Society 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 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

#### **President, vice-presidents and officers**

- 56 The Board of Trustees shall propose and the Society shall elect a President of the Society and may elect one or more Vice-Presidents The President and Vice-Presidents shall have such functions and powers as are from time to time determined by these Articles and subject thereto such additional functions and powers as the Society may from time to time determine
- 57 The Society shall also elect at Annual General Meetings
- A Chairman, and
- 57 1 A Treasurer
- 58 The President and any Vice-President shall hold office for terms of three years terminating at the end of the third Annual General Meeting after their election but shall be eligible for re-election for one further three year term calculated in the same way
- 59 The Chairman and Treasurer shall hold office for terms of three years terminating at the end of the third Annual General Meeting after their election but shall be eligible for re-election for one further term of three years calculated in the same way
- 60 The Society may exercise its powers of election so as to fill an impending vacancy in any office from the occurrence of the vacancy but shall not do so more than fifteen months before the occurrence of the vacancy
- 61 The Board of Trustees may from time to time invite eminent persons to become Patrons of the Society

#### **The Board of Trustees**

- 62 From and after the first general Annual General Meeting following the adoption of these Articles the Board of Trustees shall consist of up to twelve individuals appointed as follows
- 62 1 The Chairman and Treasurer of the Society,



- 62 2 Up to six individuals involved in the Abbeyfield movement elected by the Members at Annual General Meetings, and
- 62 3 Up to four individuals who are not otherwise at the date of their election an Individual Member of the Society or engaged in the Abbeyfield movement either as a trustee, member, volunteer or employee of the Society or of a Member Society, such independent Trustees to be elected by the Members at the Annual General Meeting
- 63 No person may be elected to the Board of Trustees unless he or she has been nominated by the Nominations Committee established under the Scheme of Organisation. The Nominations Committee shall have regard to the need for persons appointed to have the necessary range of skills, experience, gender, age and ethnicity
- 64 There shall be established a Regional Chairmen's Council who shall be responsible for receiving applications from individuals involved in the Abbeyfield movement and for preparing a shortlist of potential candidates who may be suitable for appointment as members of the Board of Trustees in accordance with Article 62 2, such shortlist to be proposed to the Nominations Committee
- 65 The Board of Trustees may co-opt a person as an ordinary member of the Board of Trustees in order to fill a vacancy from the occurrence of the vacancy. Any Trustee so co-opted shall retire at the next Annual General Meeting and shall be eligible for election by the Members at that Annual General Meeting
- 66 The Board of Trustees may appoint a person as Chairman or Treasurer in order to fill a vacancy from the occurrence of the vacancy. Any person so appointed shall retire from that post (and also from the Board of Trustees if not already a Trustee at the date of his or her appointment) at the next Annual General Meeting and be eligible for election by the Members at that Annual General Meeting
- 67 All Trustees shall hold office for terms of three years terminating at the end of the third Annual General Meeting after their election by the Members, and every Trustee shall be eligible for re-election by the Members at Annual General Meeting for one further term of three years calculated in the same way

#### **Powers of the Board of Trustees**

- 68 Subject to the provisions of the Act, the Memorandum and the Articles and any directions given by special resolution, the business of the Society shall be managed by the Board of Trustees who may exercise all the powers of the Society. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board of Trustees, which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power

given to the Board of Trustees by the Articles. A meeting of the Board of Trustees at which a quorum is present may exercise all powers exercisable by the Board of Trustees

- 69 The Board of Trustees 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 Board of Trustees powers**

- 70 The Board of Trustees may delegate any of its powers to a Sub-Committee. The Board of Trustees may also delegate to the Chairman of the Society or any Trustee holding any other executive office such of its powers as it considers desirable to be exercised by him or her. Any such delegation may be made subject to any condition that the Board of Trustees may impose either collaterally with or to the exclusion of its own powers and may be revoked or altered
- 71 Subject to any special conditions imposed by the Board of Trustees, the proceedings of any Sub-Committee shall be governed by the Articles regulating the proceedings of the Board of Trustees so far as they are capable of applying
- 72 A Sub-Committee may be constituted as a Standing Committee, and the Board of Trustees shall appoint the chairman and (subject to Article 73) members of such Standing Committee, each member so appointed shall hold office for a three-year term and shall then be eligible for reappointment by the Board of Trustees
- 73 Any Standing Committee may include persons who are not members of the Board of Trustees provided that the number of such persons does not constitute more than two-thirds of its total membership
- 74 In an emergency, decisions may be taken on behalf of the Board of Trustees by the Chairman of the Society together with at least three other Trustees. Any decision so taken shall be reported to the Board of Trustees at its next meeting

#### **Disqualification and removal of Trustees**

- 75 The office of a Trustee shall be vacated
- if he or she ceases to be a Trustee by virtue of any provision of the Act or he or she becomes prohibited by law from being a Trustee, or
- if he or she is disqualified under the Charities Act 1993 from acting as a Trustee,

if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors, or

if the Board of Trustees reasonably believes he or she is suffering from mental disorder and incapable of acting and it resolves that he or she be removed from office, or

if he or she resigns his or her office by notice to the Society (but only if at least three Trustees will remain in office when the notice of resignation is to take effect), or

if he or she shall for more than three consecutive meetings have been absent without permission of the Board of Trustees from meetings of the Board of Trustees held during that period and the Board of Trustees resolves that his or her office be vacated, or

if at a meeting of the Board of Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or making written representations to the Board of Trustees and such Trustee shall be entitled to be represented at any hearing on the matter

- 76 The Society may by ordinary resolution, of which special notice has been given in accordance with section 379 of the Act, remove any Trustee before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Society and such Trustee
- 77 The Society may by ordinary resolution appoint another person in place of a Trustee removed from office under the immediately preceding Article. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he or she had become a Trustee on the day on which the Trustee in whose place he or she is appointed was last elected a Trustee

### **Remuneration of Trustees**

- 78 Trustees shall not be entitled to any remuneration

### **Trustees' expenses**

- 79 Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Board of Trustees or Sub-Committees or General Meetings or separate meetings of any loan stock or debenture holders or otherwise in direct connection with the discharge of their duties

## **Proceedings at meetings of the Board of Trustees**

- 80 Subject to the provisions of the Articles, the Board of Trustees may regulate its proceedings as it thinks fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Board of Trustees. It shall not be necessary to give notice of a meeting to a Trustee 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.
- 81 The quorum for the transaction of the business of the Board of Trustees shall be not less than one-third (or the number nearest to one-third) of those entitled to receive notice of the meeting provided always that one-third (or the number nearest to one-third) of the quorum shall consist of the independent Trustees elected by the Members at General Meeting in accordance with Article 62.3 and a further one-third of the quorum (or the number nearest to one-third) shall consist of the Trustees involved in the Abbeyfield movement elected by the Members at General Meeting in accordance with Article 62.2.
- 82 The Board of Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a General Meeting.
- 83 The Chairman shall preside at every meeting of the Board of Trustees at which he or she is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.
- 84 All acts done by a meeting of the Board of Trustees, or of a Sub-Committee of the Board of Trustees, or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee 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 Trustee and had been entitled to vote.
- 85 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of the Board of Trustees or of a Sub-Committee of the Board of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or (as the case may be) a Sub-Committee of the Board of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees.
- 86 If a question arises at a meeting of the Board of Trustees or of a Sub-Committee of the Board of Trustees as to the right of a Trustee 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 Trustee other than himself or herself shall be final and conclusive.

- 87 A meeting of the Board of Trustees may be held either in person or by telephone or by televisual or other suitable electronic means agreed between the members of the Board of Trustees in which all participants may communicate simultaneously with all other participants

### **Scheme of Organisation**

- 88 The Scheme of Organisation as amended from time to time in accordance with the terms of the Scheme of Organisation shall have effect for regulating the affairs of the Society to the extent that it is not inconsistent with the Act, the Memorandum or these Articles

### **Secretary**

- 89 Subject to the provisions of the Act, the Secretary shall be appointed by the Board of Trustees for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by it

### **Minutes**

- 90 The Board of Trustees shall cause minutes to be made in books kept for the purpose
- 90 1 of all appointments of officers made by the Board of Trustees, and
- 90 2 of all proceedings at General Meetings of the Society, and of the Board of Trustees, and of any Sub-Committee of the Board of Trustees, including the names of the members present at each such meeting

### **The seal**

- 91 The seal shall only be used by the authority of the Board of Trustees or of a Sub-Committee of the Board of Trustees authorised by the Board of Trustees. The Board of Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee

### **Accounts**

- 92 The Board of Trustees shall cause proper accounting records to be kept to show and explain the Society's transactions in accordance with the requirements of the Act and the Charities Act 1993
- 93 The accounting records shall be kept at the Office or, subject to section 222 of the Act, at such other place or places as the Board of Trustees thinks fit, and shall always be open to inspection of the Board of Trustees

- 94 The Board of Trustees 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 any account or book or document of the Society except as conferred by statute or authorised by the Board of Trustees or by the Society in General Meeting
- 95 The Board of Trustees shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Society in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections
- 96 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every Member of, and every holder of debentures of the Society. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures

#### **Notices**

- 97 Subject to Article 98, any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board of Trustees need not be in writing
- 98 The Society may give any notice to any person either personally or by sending it by post in a prepaid first class envelope addressed to that person at its, his or her registered address or by leaving it at that address or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him, her or it. A person whose registered address is not within the United Kingdom and who gives to the Society an address within the United Kingdom at which notices may be given to him, her or it shall be entitled to have notices given to him, her or it at that address, but otherwise no such person shall be entitled to receive any notice from the Society
- 99 A person present at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 100 Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice contained in an electronic communication at the expiration of 48 hours after the time it was transmitted

## **Indemnity**

- 101 Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society

## **Winding Up**

- 102 The provisions of clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles