

Company No 00582579

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE LORD'S TAVERNERS LIMITED

Adopted pursuant to the Special Resolutions passed on 25 April 1994, 19 April 1999
25 April 2005 and 21 April 2008

TUESDAY



GENERAL

- 1 In these Articles the words standing in the first column of the Table shall bear the meaning set opposite to them respectively in the second column, if not inconsistent with the subject or context -

WORDS

MEANINGS

The Act	The Companies Act, 1985 including any statutory modification or re-enactment thereof for the time being in force
The Articles	These Articles of Association of the Association
The Association	The Lord's Taverners Limited
The Commissioners	The Charity Commissioners for England and Wales
The Office	The Registered Office of the Association
The Seal	The common seal of the Association
The Secretary	The Secretary of the Association or any other person appointed to perform the duties of the Secretary of the Association including a joint, assistant or Deputy Secretary
The Trustees	The directors of the Association (and "trustee" has a corresponding meaning)
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

Words importing the singular number only shall include the plural number, and vice versa
Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations and unincorporated organisations

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise bear the same meaning as in the Act

OBJECTS

- 2 The Association is established for the purposes expressed in the Memorandum of Association

MEMBERS

- 3 The following persons shall be members -

- (a) the subscribers to the Memorandum of Association,
- (b) the Trustees,
- (c) such other persons as are admitted to membership in accordance with the bye-laws made under Article 37

- 4 No person shall be admitted a member of the Association unless his application for membership is approved by the Trustees

- 5 The Trustees shall have the right for good and sufficient reason to reject an application for membership

- 6 Unless the Trustees or the Association in general meeting shall make other provision under Article 37, the Trustees may in their absolute discretion permit any member of the Association to retire

- 7 No paid employee whether in full or part-time employment of the Association shall be eligible to be a Trustee

- 8 The Association shall keep a Register of Members of the Association in accordance with the Act Every member shall either sign the register on becoming a member or shall sign a written consent to become a member

GENERAL MEETINGS

- 9 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting

- 10 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings

- 11 The Trustees may call General Meetings and, on the requisition of members of the Association 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 a sufficient number of Trustees to call a General Meeting any Trustee may call a General Meeting

NOTICE OF GENERAL MEETINGS

- 12 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least 21 clear day's notice. All other Extraordinary General Meetings shall be called by at least 14 clear days' notice but a General Meeting may be called by shorter notice if it is so agreed -
 - (a) the case of an Annual General Meeting by all the members entitled to attend and vote thereat, and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all members
- 13 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. If any resolution is to be proposed as an extraordinary resolution or as a special resolution the notice shall contain a statement to that effect
- 14 The notice shall be given to all the members of the Association, to the auditors and to the Honorary Legal Advisor
- 15 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate the proceedings at any meeting

PROCEEDINGS AT GENERAL MEETINGS

- 16 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Trustees and of the Auditors, the election of Trustees in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors
- 17 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. 25 members present in person shall be a quorum, or such other number being not less than 25 as the Association may from time to time determine in General Meeting
- 18 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present or, if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Trustees may determine
- 19 The Chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as Chairman at every General Meeting, but if neither the Chairman, nor such other Trustee (if any) shall be present within fifteen minutes after the time appointed for holding the General Meeting and willing to preside, the Trustees present shall elect one of their number to be chairman and if there is only one Trustee present and willing to preside he shall be chairman

- 20 If no Trustee is willing to act as chairman or if no Trustee is present within fifteen minutes after the time appointed for holding the General Meeting, the members present and entitled to vote shall choose one of their number to be chairman
- 21 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the General Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned General Meeting other than business which might have been transacted at the General Meeting from which the adjournment took place Whenever a General Meeting is adjourned for thirty days or more, notice of the adjourned General Meeting shall be given in the same manner as of an original General Meeting Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned General Meeting
- 22 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded -
- (a) by the Chairman, or
 - (b) by at least three members present in person, or
 - (c) by a member or members present in person and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting
- 23 Unless a poll be so demanded a declaration by the Chairman of the General Meeting 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 minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution 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 before the demand was made
- 24 Subject to the provisions of Article 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such a manner, as the Chairman of the meeting shall direct, and the result of the poll be deemed to be the resolution of the meeting at which the poll was demanded
- 25 No poll shall be demanded on the election of a Chairman of a General Meeting, or on any question of adjournment
- 26 In the case of an equality of votes, whether on a show of hands or on a poll the Chairman of the General Meeting shall be entitled to a second or casting vote
- 27 The demand of a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which the poll has been demanded

VOTES OF MEMBERS

- 28 Subject to Article 26 every member shall have one vote

- 29 No member shall be entitled to vote at a General Meeting unless he shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership
- 30 No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is tendered and every vote not disallowed at the General Meeting shall be valid Any objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive

TRUSTEES

- 31 Until otherwise determined by a General Meeting, the number of Trustees shall not be less than ten nor more than eighteen other than for the period between 26 April 2008 to 30 April 2011 when the maximum number of Trustees shall be twenty-one
- 32 The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Trustees or of the Council or any committee of the Trustees or General Meeting of the Association or in connection with the business of the Association
- 33 No person who is not a member or an honorary member (in accordance with the byelaws of the Association set out in Article 37 (the "**Byelaws**") of the Association shall in any circumstance be eligible to hold office as a Trustee
- 33A Two representatives of The Lady Taverners are entitled to hold office as a Trustee ("**Lady Taverners Trustee**") in accordance with the Byelaws
- 33B One representative of The Young Lord's Taverners is entitled to hold office as a Trustee ("**Young Lord's Taverners Trustee**") in accordance with the Byelaws

POWERS AND DUTIES OF THE TRUSTEES

- 34 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the Trustees, who may exercise all the powers of the Association No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the 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 Trustees by the Articles and a meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees The Trustees shall be treated as directors for the purposes of the Act
- 35 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine
- 36 The Trustees shall cause minutes to be made in books provided for the purpose -
- (a) of all appointments of officers made by the Trustees,
 - (b) of the names of the Trustees present at each meeting of the Trustees and of any committee of the Trustees,

- (c) of all resolutions and proceedings at all meetings of the Association, and of the Trustees and of committees of the Trustees
- 37 The Trustees may from time to time make such Rules or Bye-laws and alter and repeal them as it may deem necessary or expedient or convenient for the proper conduct and management of the Association and in particular but not exclusively it may by such Rules or Bye-laws regulate -
- (a) the admission of members of the Association, the rights and privileges of such members, the conditions of membership including any payments to be made by members, and the terms on which members may resign or have their membership terminated,
 - (b) the co-operation of members of the Association with each other, and with the Association's paid and voluntary staff,
 - (c) the procedure at General Meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by these Articles,
 - (d) the management of any property that may be acquired,
 - (e) the establishment and conduct of local branches regions and chapters as may be necessary and appropriate,
 - (f) the establishment of voluntary fund raising organisations including (but not limited to) "The Lady Taverners" and "The Young Lord's Taverners"
- 38 The Trustees shall adopt such means as it may deem sufficient to bring to the notice of members of the Association all such Rules or Bye-laws, which so long as they shall be in force shall be binding on all members of the Association

REMOVAL AND DISQUALIFICATION OF TRUSTEES

- 39 A Trustee shall cease to hold office if -
- (a) he ceases to be a member by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
 - (b) he is disqualified from acting as a Trustee by virtue of Section 72 Charities Act 1993 (or any statutory re-enactment or modification of that provision),
 - (c) he has a bankruptcy order made against him or he makes any voluntary arrangement with his creditors or enters into a Deed of Arrangement, or
 - (d) he is, or may be, suffering from mental disorder and either -
 - (i) 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
 - (ii) 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 receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
 - (e) he resigns his office by notice to the Association, or

- (f) he shall for more than three consecutive meetings have been absent without permission of the Trustees from their meetings held during that period and the Trustees resolve that his office be vacated

40 No person shall be disqualified from being or remaining a Trustee by reason only of his age

APPOINTMENT AND RETIREMENT OF TRUSTEES

- 41 At every Annual General Meeting one third of the Trustees for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office (other than the Lady Taverners Trustees and the Young Lord's Taverners Trustee, whose appointment and retirement is governed by the Byelaws, and accordingly shall not retire by rotation pursuant to these Articles or be counted amongst the number of Trustees to determine how many Trustees shall retire by rotation)
- 42 The Trustees to retire shall be those who have been longest in office since their last election or appointment. As between Trustees of equal seniority being persons who were first appointed Trustees on the same day, the Trustees to retire shall in the absence of agreement be selected from among them by lot
- 43 A retiring Trustee shall be eligible for re-election save that a Trustee retiring after a period of continuous service exceeding nine years calculated from 1st April 1995 shall not be eligible for re-election until the Annual General Meeting after the one at which he retires unless he has been elected Chairman of the Association in which event he will be eligible for re-election as a Trustee until one year after his period of office as Chairman expires
- 44 The Association may, at the meeting at which the Trustee retires in manner aforesaid, fill the vacancy by electing a person thereto, but if the vacancy is not filled the retiring Trustee shall, if willing to act be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacancy, or unless a resolution for the re-election of such retiring Trustee shall have been put to the meeting and lost
- 45 No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any General Meeting unless -
 - (a) he is recommended by the Trustees, or
 - (b) not less than 42 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Association 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 Association's Register of Trustees' together with notice executed by that person of his willingness to be appointed or reappointed and (if not already a member of the Association) to become a member
- 46 A member may propose only one person for appointment or re-appointment as a Trustee at a General Meeting
- 47 Not less than 21 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 who is a Trustee retiring by rotation at the meeting and is standing for re- appointment as a Trustee or who is recommended by the Trustees for appointment or reappointment as a Trustee or in

respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment or reappointment as a Trustee

- 48 Subject to Article 31 hereof, the Association may from time to time by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine in what rotation any Trustees so appointed are to retire
- 49 In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any Trustee before expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead, but any person so appointed shall retain his office so long only as the person in whose place he is appointed would have held the office of Trustee if he had not been removed
- 50 The Trustees may appoint any member who is willing to act to be a Trustee, either to fill a casual vacancy or as an additional Trustee, but so that the total number of Trustees shall not at any time exceed any maximum number fixed in accordance with these Articles, Any Trustee so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Trustees who are to retire by rotation at such meetings

PROCEEDINGS OF THE TRUSTEES

- 51 The Trustees shall hold not less than two trustee meetings each year but, save as aforesaid, the Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business Questions arising at any meeting shall be decided by a majority of votes In the case of an equality of votes the Chairman shall have a second or casting vote
- 52 The Trustees may, (subject to a minimum of three) and on the request of such number of Trustees the Secretary shall, at any time, summon a meeting of the Trustees by notice served upon the Trustees A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting
- 53 The Trustees may appoint one of their number to be chairman of their meetings and may at any time remove him from that office Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of the Trustees at which he 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 fifteen minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting
- 54 A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Trustees generally
- 55 The quorum necessary for the transaction of the business of the Trustees may be fixed by the Trustees from time to time and unless so fixed shall be six Trustees The continuing Trustees may act notwithstanding any vacancy in their body 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

- 56 The Trustees may delegate any of their powers to committees consisting of such number of Trustees, and other persons as the Trustees think fit, provided that any committee so formed shall in the exercise of the powers so delegated -
- (a) conform to any regulations that may be imposed on it by the Trustees,
 - (b) report all acts and proceedings to the Trustees as soon as reasonably practicable,
 - (c) incur no expenditure other than in accordance with a budget approved by the Trustees or with specific prior approval of the Trustees,
 - (d) usually be chaired by a Trustee
- 57 The meeting and proceedings of any committee formed under Article 56 shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Trustees so far as applicable and unless superseded by any regulations made by the Trustees
- 58 All acts bona fide done by any meeting of the Trustees or of any committee, or by any Trustee or person acting as a member of a committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified from holding office, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee or a member of a committee
- 59 The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Association and of the Trustees and of committees and all business transacted at such meetings, and any such minutes of any meeting shall be sufficient evidence without any further proof of the facts therein stated
- 60 A resolution in writing signed by all the Trustees or the members for the time being of any committee entitled to receive notice of a meeting of Trustees or (as the case may be) of such a committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and held and may consist of several documents in like form each signed by one or more Trustees or any committee

TRUSTEES' INDEMNITY INSURANCE

- 61 The Association shall provide indemnity insurance to cover the liability of the Trustees -
- (a) 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 Association,
 - (b) to make contributions to the assets of the Association in accordance with the provisions of section 214 Insolvency Act 1986
- 62 Any such insurance in the case of Article 61 (a) shall not extend to -
- (a) any liability resulting from conduct which the Trustees knew, or must be assumed to have known, was not in the best interests of the Association, or which the Trustees did not care whether it was in the best interests of the Association or not,

(b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees,

(c) any liability to pay a fine

- 63 Any insurance in the case of Article 61 (b) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his knowledge prior to the insolvent liquidation of the Association (or reckless failure to acquire such knowledge) that there was no reasonable prospect that the Association would avoid going into insolvent liquidation

HONORARY OFFICERS AND HONORARY MEMBERS

- 64 The Trustees shall have power to appoint and remove such person or persons (whether or not a member or members of the Association) as they shall think fit to be the President and one or more Vice-Presidents and such person or persons (whether or not a member or members) as they shall think fit to be the patron or patrons of the Association and honorary members
- 65 The Trustees shall elect annually from amongst their number a Chairman (being known as the Chairman of the Association, and such other Honorary Officers as the Association shall decide, each of whom shall hold office until the Annual General Meeting next following his appointment when he shall retire. An Honorary Officer so retiring shall (so long as he remains a Trustee) be eligible for re-election

SECRETARY

- 66 The Secretary shall be appointed by the Trustees for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 286 of the Act shall apply and be observed. The Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary capable of acting

THE SEAL

- 67 The seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The 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

- 68 Accounts shall be prepared in accordance with the provisions of Part VII of the Act. And Statements of Recommended Practice issued from time to time by the Commissioners

AUDIT

- 69 Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors
- 70 Auditors shall be appointed and their duties regulated in accordance with sections 384 to 392 of the Act, the Trustees being treated as the Directors mentioned in those sections

ANNUAL REPORT

- 71 The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners

ANNUAL RETURN

- 72 The Trustees shall comply with the obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners

NOTICES

- 73 A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members
- 74 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him at such address, shall be entitled to have notices given to him at that address but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association
- 75 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter

DISSOLUTION

- 76 Clause 7 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles

INDEMNITY

- 77 Subject to the provisions of the Act but without prejudice to any indemnity to which a member may otherwise be entitled, every member or other officer or auditor of the Association shall be indemnified out of the assets of the Association 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 Association