

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

**Articles of Association of
HALSWAY MANOR SOCIETY LIMITED**

1. The following shall be the Regulations of the Society

2. **INTERPRETATION**

In these Articles:-

‘Address’ means a postal address, or for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages – in each case registered with the Society.

‘The articles’ means these Articles of Association

‘The Society’ means the above named Company

‘Clear days’ in relation to a period of notice means the period excluding the day notice is deemed to have been given and the day on which it is to take effect.

‘the Commission’ means the Charity Commission for England and Wales

‘Companies Act’ means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply

‘the Directors’ means the Directors of the Society. The Directors are charity trustees as defined by section 177 of the Charities Act 2011

‘document’ includes, unless otherwise stated, any document sent or supplied in electronic form

‘officers’ include the Directors and the Secretary(if any)

‘the seal’ means the common seal of the company

‘Secretary’ means any person appointed to perform the duties of secretary of the society.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa

3. **Liability of Members**

- 3.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Society in the event of its being wound up whilst he is a member or within one year after he ceases to be a member, for: -

3.1.1 Payment of the Society’s debts and liabilities contracted before he ceases to be a member

3.1.2 Payment of the costs, charges and expenses of winding up, and

3.1.3. Adjustment of the rights of the contributories’ amongst themselves



4. Objects

4.1 The Society is established for the following objects: -

4.1.1 to advance education and inform and promote participation in all aspects of the folk heritage, especially as found in England including; traditional folk music, dances, songs, stories, folklore, drama, choirs and orchestras, visual arts, crafts, traditional games and other related traditional and cultural activities. To preserve and encourage the practice of them in their traditional forms and to use and maintain Halsway Manor as a hub for these activities, and to provide residential board and accommodation and refreshment facilities in connection therewith.

4.1.2 to promote historical research into 4.1.1 and make available to the public the results of such research

4.1.3 to the extent that the income and property of the Halsway Manor Society Ltd cannot be used for the above objects they shall be used for the advancement of the education of the public (but so that nothing hereinafter contained shall be deemed to empower the Society to pursue any ancillary object which is not exclusively charitable).

4.2 To further these objects the Society will:

4.2.1 promote and co-operate in demonstrations, festivals and other like performances of folk dances, songs, folk traditions, folklore, tales and drama whether held in England or not.

4.2.2 prepare and publish, issue and make use of, for sale, performance or otherwise, such books, journals, records, reports, and other literature, and means and apparatus for the visual and mechanical reproduction of folk dances, songs, folk traditions, folklore, and music as may seem desirable to further the education of the public in these arts.

4.2.3 To make, obtain and distribute, by sale or otherwise, instruments and other articles of whatever description, requisite for the performance or practice of folk dances, songs, folk traditions, folklore, and music in accordance with the above objects.

4.2.4 solicit and receive subscriptions and gifts of all kinds, whether absolute or conditional for the purposes of the Society

4.2.5 subject to these articles, take and hold any buildings and lands, and property of any kind, whether absolutely or on trust and to maintain it and equip it for use, including, in particular, the property known as Halsway Manor, Crowcombe Somerset

4.2.6 borrow money and charge the whole or any part of the property belonging to the Society as security for repayment or as security for a grant or the discharge of an obligation

4.2.7 do all or any such lawful things as may be conducive or incidental to the attainment of the Objects.

5. Powers

5.1 The Society has the power to do anything which is calculated to further the Objects or is conducive to doing so. In particular it has power:

5.1.1 to raise funds. In doing so the Society must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations

5.1.2 to buy, take on, lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.

5.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Society subject to the regulations in the Charities Act 2011

5.1.4 to borrow money and to charge the whole or part of the property belonging to the Society as security for repayment or as security for a grant or the discharge of an obligation.

5.1.5 to invest moneys of the Society not immediately required for its purposes in or upon such investments, securities or property that are specifically intended to maintain and increase its value and/or produce a financial return.

6. Application of income and property

6.1 The income and property of the Society shall be applied solely towards the promotion of the objects

6.2 A Director

6.2.1 is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred when acting on behalf of the Society

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

6.2.3 may receive an indemnity from the Society in the circumstances specified in Article 31

6.2.4 may not receive any other benefit or payment unless it is authorised by article 7.2

6.3 Subject to article 7.2 none of the income or property of the Society may be transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Society. This does not prevent any member who is not also a director receiving: -

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

7. Benefits and payments to Society Directors and connected persons

7.1 General Provisions

No Director or connected person may: -

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

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

7.1.3 be employed by or receive any remuneration from the Society

7.1.4 receive any other financial benefit from the Society Unless the payment is authorised by section 7.2 of this article or authorised by the court or the Charity Commission

(in this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value)

7.2 Scope and powers permitting Directors' or 'connected persons' benefits

7.2.1 A Director or connected person may receive a benefit from the Society in the capacity of a beneficiary of the Society provided that a majority of the Directors do not benefit in this way.

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

7.2.3 A Director or connected person may receive interest on money lent to the Society at a reasonable and proper rate which must not be more than the Bank of England rate.

7.2.4 A Director or connected person may receive rent for premises let by the Director or connected person to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The Director concerned must withdraw from any meeting at which such a proposal is discussed.

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

7.3 Payment for the supply of goods and services – controls

The Society and Directors may only rely upon the authority provided by 7.2 above if each of the following conditions is satisfied

7.3.1 The Service is necessary to further the aims of the Society

7.3.2 The Director or Connected Person is the best person available to carry out the service.

7.3.3 The cost is reasonable and in line with good practice.

7.3.4 Not more than half of the Directors are being paid in this way.

7.3.5 There is a written contract in place between the Society and the Director or connected Person which includes the actual or maximum cost involved

7.3.6 The Director involved is absent from the part of any meeting at which there is discussion of the proposal and does not vote on any matter pertaining.

7.3.7 The reason for the decision is recorded in the minutes of the meeting

7.4 Interpretation of 'connected person'

A connected person means:

7.4.1 A child, grandchild, grandparent, brother or sister of the Director

7.4.2 The spouse or civil partner of the Director or of any person falling within 7.4.1 above

7.4.3 A person carrying on business in partnership with the Director or any person falling within 7.4.1 or 7.4.2 above

7.4.4 An institution which is controlled by the Director or connected person defined above

7.4.5 A body corporate in which the Director or connected person as outlined above has a substantial interest

8. Declaration of directors' interests

A Director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A Director must not be present during any discussion of the directors of the Society in which a conflict may arise between his duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest)

9. Conflicts of interest or loyalties.

9.1 If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision of the Articles the unconflicted Directors may authorise the conflict where the following conditions apply:

9.1.1 the conflicted Director is absent from that part of the meeting at which there is discussion affecting the other organisation or person

9.1.2 the unconflicted Directors consider it is in the interests of the Society to authorise the conflict in the circumstances applying

- 9.2 In this article a conflict of interests arising because of a duty of loyalty to another organisation or person only applies when there is no direct or indirect benefit of any nature to a Director or connected person

10. Members

- 10.1 The members of the Society are the current members at the date when these articles are adopted by the Society and such other persons as are admitted in accordance with these articles.
- 10.2 Membership is open to other individuals who apply in the required manner.
- 10.3 The Directors may refuse an application, if acting reasonably and properly they consider that refusal to be in the best interests of the Society
- 10.3.1 The Directors must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.
- 10.3.2 The Directors must consider any written representations the applicant may make about the decision. The Directors decision following any written representations must be notified to the applicant in writing but shall be final.
- 10.4 Membership is not transferable.
- 10.5 The Directors must keep a register of the names and addresses of the members
- 10.6 Notwithstanding 10.2 above no person shall be deemed to be a member of the Society until the first year's subscription is paid.
- 10.7 Annual subscription fees shall be reviewed and agreed by the members at a general meeting.

11. Classes of membership

- 11.1 The Directors may establish classes of membership with different rights and obligations and shall record those rights and obligations in the register of members.
- 11.2 Any new classes of membership established under article 11.1 must be approved by the members at a general meeting before any person can be admitted to that class.

12. Termination of membership

Membership of the Society is terminated if:

- 12.1 the member dies.
- 12.2 the member resigns by giving two months written notice to the Society
- 12.3 any sum due from that member to the Society is not paid in full within six months of it falling due
- 12.4 the member is removed from membership by a resolution of the Directors that it is in the best interests of the Society that the membership be terminated but only after:
- 12.4.1. The member has been given 21 clear days notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed and
- 12.4.2 the member, or at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting of the board of directors at which the removal is discussed

13. General Meetings

- 13.1 The Society shall hold an Annual General meeting (AGM) in addition to any other general meeting in each year and not more than fifteen months may elapse between successive AGM's
- 13.2 All general meetings other than AGM's shall be called extraordinary general meetings and may be called by the Directors at any time.

14. Notice of general meetings

- 14.1** The minimum period of notice for a general meeting of the Society is twenty-one clear days
- 14.2** A general meeting may be called at shorter notice if it is so agreed by a majority of members having a right to attend and vote who total not less than 90% of the total voting rights
- 14.3** The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an AGM the notice must say so
- 14.4** The notice must be given to all the members and to the Directors and Auditors.
- 14.5** The proceedings at the meeting shall not be invalidated because a person who was entitled to receive the notice failed to receive it because of an accidental oversight by the Society

15. Proceedings at general meetings

- 15.1** No business shall be transacted at any general meeting unless a quorum is present. A quorum is 21 members entitled to vote on the business to be discussed.
- 15.2** If a quorum is not present within half an hour from the appointed time, or during the meeting a quorum ceases to be present the meeting shall be adjourned to such time and place as the Directors shall determine. The Directors must reconvene the meeting giving seven days clear notice of the date time and place of the reconvened meeting. If no quorum is present within fifteen minutes of the stated time of the reconvened meeting the members present shall constitute a quorum for that meeting.
- 15.3** The Chairman shall chair general meetings but if he or she is not present within 15 minutes of the time appointed another director or member appointed by the board of directors shall take the chair and failing that any member elected by those present shall chair the meeting
- 15.4** No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 15.5** If a meeting is adjourned by a resolution of the members for more than seven days then at least 7 days notice shall be given of the date time and place of the reconvened meeting.
- 15.6** All business shall be deemed special at a general meeting however at an Annual General Meeting the consideration of the accounts, reports of the Board and the auditors, the election of Board members and the appointment of and the fixing of remuneration of the Auditors will all be ordinary business.

16. Votes of members

- 16.1** Every member shall have one vote. If there is an equality of votes the Chairman of that meeting shall be entitled to a casting vote.
- 16.2** On a poll, votes must be given personally or by proxy according to the defined procedure (16.3)
- 16.3** The distribution of proxy voting forms shall be conducted by the Board who may appoint an external agency to act on their behalf. The returned proxy voting envelopes shall be returned unopened, to the company Secretary who shall arrange for them to be checked, processed and prepared for use by those nominated. Any person with a vested interest in the outcome of the ballot shall be excluded from involvement in the receipt or counting of votes.

17. Directors

- 17.1** The Board shall consist of not fewer than six and not more than twelve Directors of which not more than ten shall be elected at a general meeting
- 17.2** The Board may, from time to time appoint any member of the Society as a member of the Board provided that the total number does not exceed three. This appointment will only be valid until the following AGM when said member may stand for election in the usual way.
- 17.3** The appointment of a Director whether at an AGM or by the Board must not result in the prescribed maximum number of Directors being exceeded

18. Powers of directors

- 18.1** The Board of Directors shall manage the business of the Society and may exercise all the powers of the Society unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any resolution of the members.
- 18.2** The Board of Directors may appoint annually a chairman from among the directors and an honorary treasurer and other honorary officers from among any of the Board of Directors
- 18.3** No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 18.4** Any meeting of the Board of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

19. Retirement of Directors

- 19.1** At each AGM any elected Director who has served on the Board for three years since last elected must retire but will be eligible for re-election

20. Appointment of Directors

- 20.1** At each AGM elected Directors shall retire in accordance with article 19 and their successors shall be appointed by resolution of the AGM.
- 20.2** No person may be appointed as a Director unless:
 - 20.2.1 recommended by the Directors or
 - 20.2.2 not less than 42 clear days before the date of the meeting the Society is given a notice of nomination that:
 - 20.2.2.1 is signed by two members entitled to vote at the meeting
 - 20.2.2.2 contains the details that, if the person were to be appointed, the Society would have to file at Companies House
 - 20.2.2.3 is signed by the person who is to be proposed, to show their willingness to be appointed
- 20.3** All members who are entitled to receive notice of a general meeting must be given not less than 21 days notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation

21. Eligibility and removal of Directors

- 21.1** No person may be appointed as a member of the Board of Directors:
 - 21.1.1a) unless they have attained the age of 18 years
 - 21.1.1b) unless they are a member of the Society.
 - 21.1.1c) if any member of the Board is their immediate family.

21.1.1d) if any member of their immediate family holds a paid post with the Society.

21.1.2 in circumstances such that, if already a director he would have been disqualified under article 21.4

21.1.3 unless the appointment complies with any additional eligibility criteria set out in any bye-laws of the Society.

21.2 Notwithstanding the other provisions of these articles or any agreement between the Society and the Directors, the members at a general meeting may remove a Director from office before the end of his period of office.

21.3 Subject to article 21.4 below removal of a Director can only take place by the members passing a special resolution. At least 28 days notice must be given to the Directors and 21 days to the members. Once the Society has received such a notice it must immediately send a copy to the Director concerned. The Director has the right to be heard at the general meeting and to make a written statement of reasonable length for circulation with the notice of the meeting.

21.4 A Director shall automatically cease to hold office if he:

21.4.1. ceases to be a director by virtue of any provision of the Act or is prohibited by law from being a director

21.4.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions)

21.4.3 ceases to be a member of the Society

21.4.4 in the written opinion, given to the Society, of a registered medical practitioner treating that person has become physically or mentally incapable of acting as a Director for more than three months

21.4.5 resigns as a director by notice in writing to the Society (but only if at least the minimum number of directors will remain when the notice is to take effect).

21.4.6 is absent for three consecutive meetings without previously sending a written explanation on each occasion which the Board shall deem satisfactory

22. Remuneration of Directors

22.1 Directors must not be paid any remuneration unless it is authorised by article 7

23. Proceedings of Directors

23.1 The directors may regulate their proceedings as they see fit, subject to the provisions of these articles.

23.2 A minimum of three meetings of the Board of Directors must be held each year. Any Director may call a meeting of the Board. The Secretary must call a meeting if requested to do so by a Director.

23.3 Questions arising at the meeting shall be decided by a majority of votes. In the case of equality of votes the person who is chairing the meeting shall have a casting vote.

23.4 A meeting may be held by suitable electronic means agreed by the directors in which each of the participants may communicate with all the others.

23.5 No decision shall be made at a meeting unless a quorum is present. The quorum shall be five directors and the majority of directors present must have been elected at an AGM

23.6 A director may not be counted in the quorum present when any decision is made about a matter on which that director is not entitled to vote

- 23.7 The chairman or, if the chairman is unable or unwilling to do so, some other director chosen by the directors shall chair the meetings
- 23.8 All acts done by a meeting of Directors shall be valid notwithstanding any vote of a Director who was not entitled to vote on the matter, whether by reason of conflict of interest or otherwise if the decision had been made by a majority of Directors at a quorate meeting
- 23.9 A procedural or technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.
- 23.10 A resolution in writing signed by all the directors entitled to receive notice of a meeting of the Board of Directors or a committee of Directors and to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of said Board or committee duly convened and held

24. Committees

- 24.1 The directors may delegate any of their powers or functions to a committee of two or more directors but the terms must be recorded in the minute book
- 24.2 The directors may impose conditions when delegating including the conditions that:
 - 24.2.1 The relevant powers are to be exercised exclusively by the committee to whom they delegate
 - 24.2.2 No expenditure may be incurred on behalf of the Society except in accordance with a previously agreed budget
- 24.3 The Directors may revoke or alter a delegation.
- 24.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors

25. Secretary

The Board of Directors shall appoint (and may remove) a Company Secretary in accordance with part 12 of the Companies Act 2006 and it may decide the period of office and, if not a Director the pay and conditions of the post. A Secretary who is paid may not be a Director

26. Seal

The seal must only be used by the authority of the Directors or of a committee of Directors so authorised by the Board. 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 two Directors and the Secretary.

27. Minutes

The Directors must keep minutes of all:

- 27.1 Appointments of officers made by the Directors
- 27.2 Proceedings at meetings of the Society
- 27.3 Minutes of the meetings of the Directors and committees of the Directors including:
 - 27.3.1 The names of the Directors and other persons present at the meeting
 - 27.3.2 The decisions made at the meeting and
 - 27.3.3 where appropriate the reasons for the decision.

28. Accounts

- 28.1 The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board

or its successors and adhere to the recommendations of applicable Statements of Recommended Practice

28.2 The Directors must keep accounting records as required by the Companies Act

28.3 The annual accounts are to be audited

28.4 A summary financial statement may be circulated to Members in accordance with the Act.

28.5 The accounting records of the Society shall be made available for inspection by Members subject to reasonable restrictions as may be imposed from time to time by the Board of Directors

29. Annual Report and Return and Register of Charities

29.1 The Directors must comply with the requirements of the Charities Acts with regard to:

29.1.1 The transmission of the Statement of Accounts to the Commission

29.1.2 The preparation of an Annual Report and its transmission to the Commission

29.2 The Directors must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities

29.3 The Board of Directors shall present before the Members at an AGM full copies of the Society's annual financial reports and accounts.

30. Means of Communication to be used.

30.1 The Society may give notice to a Member by hand, by sending it by post in a prepaid envelope addressed to the Member at his address or by e-mail or (where appropriate to Members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Society or via the Society's website

30.2 A Member who does not register an address with the Society or who registers a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society

30.3 Proof that an envelope containing the notice was properly addressed, prepaid and posted shall be evidence that notice was given

30.4 A notice shall be deemed to have been given:

30.4.1 on being handed personally to the Member

30.4.2. 48 hours after the envelope containing it was posted

30.4.3 in the case of electronic communication 24 hours after it was sent.

30.4.4 on the date of publication of the newspaper containing the notice.

30.4.5 as soon as the Member acknowledges actual receipt.

31. Indemnity

31.1 The Society shall indemnify every Director, Secretary and other officer against any liability in successfully defending legal proceedings in that capacity or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Society

31.2 In this article a 'Director', 'Secretary' or 'Officer' means any present or former Director, Secretary or other officer of the Society

32. Bye-laws

32.1 The Directors may from time to time make such reasonable and proper rules or bye-laws as they deem necessary or expedient for the proper conduct and management of the Society

32.2 The bye-laws may regulate the following matters but are not restricted to them

32.2.1 The admission of members to the Society and the rights and privileges of such members, and the subscriptions and other payments to be made by members

32.2.2 The conduct of members of the Society in relation to one another, and to the Society's employees and volunteers

32.2.3 The setting aside of the whole or any part or parts of the premises of the Society at any particular time or times or for any particular purpose or purposes.

32.2.4 The procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Act or articles.

32.2.5 Generally all such matters as are commonly the subject matter of company rules

32.3 The Society in general meeting has the power to alter, add to or repeal the bye-laws.

32.4 The Directors must adopt such means as they think sufficient to bring the bye-laws to the notice of the Members

32.5 The bye-laws shall be binding on all members of the Society. No bye-law shall be inconsistent with, or shall affect or repeal anything contained in the articles.

33. Disputes

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

34. Dissolution

34.1 Every member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he or she is a member or within one year of ceasing to be a member for the payment of debts and liabilities of the Society contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves such amounts as may be required not exceeding one pound sterling

34.2 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 Members of the Society but shall be transferred to some other institution or institutions having charitable objects similar to those of the Society and which shall prohibit the distribution of its income and property amongst the members to an extent at least as great as is imposed under these articles. Such Charitable institution or institutions to be determined by the members of the Society at or before the time of dissolution and if and so far as effect cannot be given to the above provisions then to some other charitable object.