



National Centre for Traditional Music, Dance and Song



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849615

9th November 2005

Companies House
Crown Way
Cardiff
CF14 3UZ
Your Ref: Reject General/849615

Dear Sir,

In response to your notice of Document Rejection dated 3/11/05 and our telephone conversation today, following are the details that you required.

NOTICE IS HEREBY GIVEN that the 40th ANNUAL GENERAL MEETING of Halsway Manor Society Ltd., was held at Halsway Manor, Crowcombe, Somerset TA4 4BD at 14.00 hrs on Sunday 2nd October 2005 and the following special resolutions were passed at that meeting.

11. Special Resolutions to the A G M – (requiring two-thirds majority)

11.1 Proposed by Council;

This AGM approves, (1) that Council considers the possibility of taking out trustee indemnity insurance which is known as "Directors and Officers Insurance", and (2) that Council seeks approval from the Charity Commission before taking out any appropriate Insurance policy.

Carried.

11.2 Proposed by Council; This AGM approves the amendment to the Memorandum of Association, as shown: To include reference to Halsway Manor by inserting after'encourage the practice of them in their traditional forms' the words;

"and to use and maintain Halsway Manor as a hub for these activities"....

So the primary objects clause in the Memorandum would then read as;

Article 3 'The primary object for which the Society is established is to preserve for the benefit of the public English folk dances and songs and other folk music, dance and song (including singing games), to make them known and to encourage the practice of them in their traditional forms,

and to use and maintain Halsway Manor as a hub for these activities;

and as ancillary thereto and for the furtherance of the said primary objective (but so that nothing hereinafter contained shall be deemed to empower the Society to pursue any ancillary object which is not exclusively charitable):-'

Carried.



11.3 Proposed by Council: This AGM approves the amendment to the Articles of Association, as shown, to increase the number of Members possible to 1000.

Article 2. The number of Members with which the Society proposes to be registered is 500 (replace '500' by '**1000**'), but the council may from time to time register an increase of Members.

Carried.

11.5 Amendments to the Articles of Association proposed by Peter Aplin.

11.5.1 Special Resolution 1. This AGM approves the amendments to Articles 3, 7, 8, 9 & 12.

~~7. The provisions of Section 110 of the Act shall be observed by the Society and any person wishing to become a Member of the Society shall be proposed and seconded by Members of the Society and shall apply in writing in such form as the Council may from time to time prescribe. It will be for the Council of Management to decide whether to accept or decline an application.~~

Deleted: 3. The provisions of Section 110 of the Act shall be observed by the Society, and every Member of the Society shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.

Deleted: A

8. Every Member shall pay an annual subscription of such amount and on such date in each year as shall from time to time be fixed by the Society in General Meeting.

Deleted: 9. Annual subscriptions shall be payable on such dates in each year as may from time to time be fixed by the Council

Carried.

Deleted: 12. The termination (from whatever cause) of any person's membership shall not affect the right of the Society to recover all subscriptions then due from him.

11.5.2 Special Resolution 2. This A.G.M. approves the amendments to Articles 14, 16, 17&21.

14. The Society 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 Council, and shall specify the meeting as such in the notices 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.

Deleted: except the first

Deleted: , and that so long as the Society holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year

16. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened by the Council, on the petition of 21 members of the Society.

Deleted: on such requisitions, or in default must be convened

Deleted: of Management

17. Twenty-one clear days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days notice in writing at the least of every other General Meeting, specifying the place, the day and hour of meeting, and in the case of special business the general nature of that business, shall be given to all members. Notice shall also be given to such persons, including the Auditors, as are under these presents or under the Act entitled to receive such notice from the Society.

Deleted: in manner hereinafter mentioned

Deleted: (

Deleted:)

Deleted: ; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

21. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned, for a period of 28 days, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum. Whenever a meeting is adjourned under this clause, twenty-one clear days notice in writing of the adjourned meeting shall be given.

Deleted: to the same day in the next week

Carried.

11.5.3 Special Resolution 3. This A.G.M. approves the amendments to Articles 24, 25, 27, 28, 29, 30 & 31A and the introduction of a new Article shown as 31B.

24. At any General Meeting a special resolution put to the vote of the meeting shall be decided on a show of hands and by the proxy votes duly submitted by Members. A declaration by the Chairman of the 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 Society 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.

Deleted: , unless a postal ballot of all members is, before or upon the declaration of the result of the show of hands, demanded by at least six Members present, or by 10% of those present and entitled to vote, whichever is the greater, and unless a postal ballot is so demanded a

Deleted: The demand for a postal ballot may be withdrawn but only before the conclusion of the General Meeting at which it was demanded.

Deleted: 25. If a postal ballot of all members be demanded in manner aforesaid, it shall be taken within 30 days of the General Meeting and the result of the postal ballot shall be deemed to be the resolution of the meeting at which the postal ballot was demanded.

27. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

Deleted: whether on a show of hands or on a postal ballot,

Deleted: 28. A demand for a postal ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a postal ballot has been demanded.

Deleted: 29. Subject as hereinafter provided, every Member shall have one vote

30. A Member duly registered, who shall have paid every subscription, which shall be due and payable to the Society in respect of his membership, shall be entitled to one vote on any question, at any General Meeting.

Deleted: Save as herein expressly provided, no Member other than a

Deleted: and other sum (if any)

31A. The distribution and receipt of ballot papers shall be conducted by the Council, who may appoint an external agency to act on their behalf. The sealed ballot envelopes containing the voting slips shall be delivered, un-opened, to the A.G.M. where the meeting shall appoint three tellers from those members present, to open and count the votes. Any person with a vested interest in the outcome of the ballot shall be excluded from involvement in the receipt and counting of votes.

Deleted: of Management

Deleted: , in a manner that ensures complete impartiality.

Deleted: Vested interest shall include, actual candidature or a close family relationship to a candidate or being an employee of the Society.

31B. The distribution of proxy voting forms shall be conducted by the Council . The returned proxy voting envelopes shall be returned, un-opened, to the Company Secretary who shall arrange for them to be checked, processed and prepared ready for use by those nominated.

Carried.

11.5.4 Special Resolution 4. This A.G.M. approves the amendments to Articles 33, 34, 35, 40, 41 & 42.

33.

Deleted: The first members of the Council shall be the subscribers to the Memorandum of Association.

34. The Council may from time to time and at any time appoint any member of the Society as a member of the Council, provided that the total number of members so appointed shall not exceed three. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-appointment.

Deleted: to fill a casual vacancy,

Deleted: two

35. No person, shall in any circumstances be eligible to hold office as a member of the Council:-

a) if he is not a member of the Society

b) if he is under 18 years of age

c) if any member of the Council is of his immediate family

d) if any member of his immediate family holds a paid post with the Society

Deleted: who is not a member of the Society

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40. The Office of a Member of the Council shall be vacated:-

- a) if a receiving order is made against him or he makes any arrangement or composition with his creditors.
- b) if he becomes of unsound mind
- c) if he ceases to be a Member of the Society
- d) if by notice in writing to the Society he resigns his office
- e) if he ceases to hold office by reason or any order made under Section 188 of the Act.
- f) if he is removed from office by a resolution duly passed pursuant to Section 184 of the Act
- g) if he ceases to be a Member by virtue of Section 185 of the Act
- h) if he be absent from three consecutive meetings of the Council without previously sending a written explanation on the occasion of each absence which the Council shall deem satisfactory.

i) ~~Deleted: if he is under 18 years of age~~

j) if he has already served a period of nine years as a member of the Council since such service was broken by a two year gap. ~~Deleted: six~~

k) ~~Deleted: (The counting of the qualifying period shall not commence until the date of the A.G.M. where this clause is approved.)~~

~~Deleted: if any member of the Council is of his immediate family (Immediate family means parent, child, sibling, spouse, cohabiting partner, parent in law, child in law, sibling in law)~~

l) ~~Deleted: any member of his immediate family holds a salaried post with the Society or~~

~~Deleted: any subsidiary of the Society~~

m) if he has been convicted of any offence that carries a prison sentence and that sentence has not been spent under the provisions of the Rehabilitation of Offenders legislation.

41. At every Annual General Meeting, one-third of the members of the Council for the time being, or if their number is not three or a multiple of three then the number nearest to one-third, shall retire from office. ~~Deleted: the first and~~
~~Deleted: subsequent~~

42. The members of the Council to retire shall be those who have been longest in office since their last election. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from the date of their last election to the Council. A retiring member of the Council shall be eligible for re-election, save that no member shall serve more than three consecutive years without presenting himself to the members for election. ~~Deleted: or appointment.~~
~~Deleted: the start of his present service on~~

Carried.

11.5.5 Special Resolution 5. This A.G.M. approves the amendment to Article 36.

36. The business of the Society shall be managed by the Council who may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society and as are not by statute or by these presents required to be exercised or done by the Society in General Meeting, subject to the provisions of the statutes for the time being in force and affecting the Society, and to such regulations or provisions, as may be prescribed by the Society in General Meeting, but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

Deleted: incur all such expenses of, and preliminary and incidental, to the promotion, formation, establishment and registration of the Society as they think fit, and may

Deleted: nevertheless to any regulations of these presents,

Carried.

11.5.6 Special Resolution 6. This A.G.M. approves the amendment to Article 63.

63. Any notice, if served by post, shall be deemed to have been served on the second 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.

Carried.

Neville Gardner
Company Secretary
9th November 2005



A copy of the Memorandum and Articles of Association is enclosed which incorporates the amendments resulting from the above resolutions made on 2nd October 2005.