

CC05

Change of constitution by enactment



Companies House

✓ **What this form is for**
You may use this form for a change
of constitution by legal instrument.

✗ **What this form is NOT for**
You cannot use this form for
a change constitution by the
company.

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

1 Company details

Company number 0 1 4 1 8 1 4 5

Company name in full National Secular Society

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Enactment^①

The above company gives notice that the company's constitution has been
changed by: ^②

- ☐ General enactment
☒ Special enactment ^③

① Please note:

Where the enactment has
changed the company's articles or
resolutions/agreements affecting
the company's constitution, a copy
of the amended document must be
filed with this notice.

② Please tick one box.

③ If the constitution is changed by
special enactment a copy of the
enactment must accompany this
form.

3 Name of enactment^④

Name of enactment Annual general meeting - change to articles

④ Name of enactment

Please indicate the full name of the
enactment.

4 Signature

I am signing this form on behalf of the company.

Signature

Signature

X Keith Porteous Wood X

⑤ Societas Europaea

If the form is being filed on behalf
of a Societas Europaea (SE) please
delete 'director' and insert details
of which organ of the SE the person
signing has membership.

⑥ Person authorised

Under either section 270 or 274 of
the Companies Act 2006.

This form may be signed by:

Director^⑤, Secretary, Person authorised^⑥, Liquidator, Administrator,
Administrative receiver, Receiver, Receiver manager, Charity Commission receiver
and manager, CIC manager, Judicial factor.

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Helen Nicholls
Company name	National Secular Society
Address	Dutch House
307-308 High Holborn	
Post town	London
County/Region	
Postcode	W C 1 V 7 L L
Country	UK
DX	
Telephone	020 7404 3126

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have indicated whether the company's constitution has been changed by general enactment or special enactment.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay Phase 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9QG.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House, Second
Floor, The Linenhall, 32-38 Linenhall Street, Belfast,
Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Special resolutions

The following motions were proposed as special resolutions at the annual general meeting of the National Secular Society on 26 November 2022. All were approved.

Motion A

Membership subscriptions be revised as below as provided for in Article 5:

Type of NSS membership	Monthly (£)	Annual (£)
Individual	2	24
Joint	4	48
Group	2	24
Life membership	300	

Motion B

Article 3.1.2 to be reworded as follows: "Council may admit to be a Life Member of the NSS any natural person being not less than 16 years of age."

Motion C

Make minor changes to the Articles of Association to correct grammar and numbering which do not alter meaning, as per the track changes schedule. (Incorporated in the revised articles).

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

ARTICLES OF ASSOCIATION

OF

NATIONAL SECULAR SOCIETY

Adopted by special resolution on 26 November 2022

Incorporated the 8th day of May, 1979

Company number: 1418145

1 Defined Terms

1.1 In these articles, unless the context requires otherwise –

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“Companies Acts” and “Companies Act” means the Companies Acts (as defined in section 2 of the Companies Act 2006), as amended by relevant or equivalent provisions in subsequent companies acts, in so far as they apply to the company;

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;
“General Meeting” shall include any general meeting of the Company, including any general meeting held as the Company’s annual general meeting in accordance with section 360 of the Companies Act 2006 (Annual General Meeting);

“hard copy” has the meaning set out in the Companies Act 2006;

“member” has the meaning given in section 112 of the Companies Act 2006; “ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“remotely” means any electronic form of communication between the members, provided that each participant member is able to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting, and “remote attendance” shall be construed accordingly.

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006;

“the Council” or “Council” means the Council of Management;

“the NSS” means National Secular Society;

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

1.2 The name of the company is “National Secular Society”

2 Principles and Objects

2.1 The NSS is based on the following principles, namely:—

2.1.1 The National Secular Society asserts that people of different religions and beliefs and none should be equal before the law, and that a secular state is the best guarantor of this equality.

2.1.2 The National Secular Society demands the complete separation of Church and State and the abolition of all privileges granted to religious organisations.

2.1.3 The National Secular Society affirms that freedom of expression and the free criticism of institutions and ideas are fundamental human rights essential to a civilised State.

2.1.4 Affirming that morality is social in origin and application, the National Secular Society aims to promote the happiness and well-being of humanity.

- 2.2 The objects of the NSS are to campaign, promote and work for a state which is secular and in which:
- 2.2.1 There is no established state religion.
 - 2.2.2 Everyone is equal before the law, regardless of religion, belief or non-belief.
 - 2.2.3 The judicial process is not hindered or replaced by religious codes or processes.
 - 2.2.4 Freedom of expression is not restricted by religious considerations.
 - 2.2.5 Religion plays no role in state-funded education, whether through religious affiliation of schools, curriculum setting, organised worship, religious instruction, pupil selection or employment practices.
 - 2.2.6 The state does not express religious beliefs or preferences and does not intervene in the setting of religious doctrine.
 - 2.2.7 The state does not engage in, fund or promote religious activities or practices.
 - 2.2.8 There is freedom of belief, non-belief and to renounce or change religion.
 - 2.2.9 Public and publicly-funded service provision does not discriminate on grounds of religion, belief or non-belief.
 - 2.2.10 Individuals and groups are neither accorded privilege nor disadvantaged
 - 2.2.11 because of their religion, belief or non-belief."

3 Membership

Membership of the NSS shall be restricted to those who subscribe to the principles and objects detailed in Article 2. There shall be three classes of members, namely Individual Members, Life Members and Affiliated Groups.

- 3.1.1 Council may admit to be an Individual Member of the NSS any natural person being not less than 16 years of age.
- 3.1.2 Council may admit to be a Life Member of the NSS any natural person being not less than 16 years of age.
- 3.1.3 Council may admit to be an Affiliated Group any corporation, association or body.
- 3.1.4 An individual, corporation, association or body being a candidate for membership shall send to the NSS in writing their full name and address and such other particulars as the Council shall require.
- 3.1.5 The admission of members is entrusted to the Council and the Council shall have power to reject any application for membership without giving any reason for so doing.

4 Liability of Members

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

- 4.1.1 payment of the company's debts and liabilities contracted before he ceases to be a member,
- 4.1.2 payment of the costs, charges and expenses of winding up, and
- 4.1.3 adjustment of the rights of the contributories among themselves.

5 Subscriptions

The subscription payable by members shall be such as the NSS in General Meeting shall from time to time prescribe. Different subscriptions may be prescribed for unwaged members, for students or for student groups or for two members at the same address receiving a joint mailing, or for those over 65 admitted to life or other categories of individual membership. In respect of overseas members, the Council is empowered, if it so wishes, to levy reasonable additional sums to the above to cover additional postage costs and exchange commissions.

6 Termination of Membership

6.1 A member shall cease to be a member if they:—

- 6.1.1 Resign by notice in writing sent to the Secretary; or
- 6.1.2 Fail to pay the subscription when due (subject to any grace periods that Council may stipulate from time to time); or
- 6.1.3 Are requested by the Council to resign but so that no such request shall have any operation or effect unless the member in question has been given proper notice of the grounds upon which it is being made and a proper opportunity of attending and being heard at a meeting of the Council specially convened to consider such proposal and thereafter shall have the right of appeal to the next Annual General Meeting provided that notice of appeal is given within 28 days of the Council's decision.

6.2 The rights and privileges of a member are not transferable or transmissible

7 Honorary Associates

The Council may from time to time at their discretion appoint any individual or individuals willing to be so nominated (whether members or otherwise) as Honorary Associates, and may at their discretion remove any names from such list. The position of an Honorary Associate shall not involve any rights or liabilities.

8 General Meetings

- 8.1 The NSS shall, subject to article 8.6, 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.
- 8.2 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 8.3 The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Companies Act.
- 8.4 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Reviewing Accountants) as are under these articles or under the Companies Act entitled to receive such notices from the NSS; 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 Companies 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.
- 8.5 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.
- 8.6 All General Meetings shall be physical meetings, save for when the Council deem there to be an exceptional set of circumstances, which in the reasonable opinion of the Council, would render the calling of such General Meeting inappropriate, impractical or unsafe. In such circumstances, the Council may, in their discretion, make such arrangements as they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it without the requirement to physically attend the meeting.
- 8.7 In the event that the Council exercises its discretion pursuant to article 8.6:
- 8.7.1 the Council may make arrangements for the members to participate in a General Meeting which is not a physical meeting. Such arrangements may, without limitation, include arrangements involving telephone or video conferencing and/or use of electronic facilities and/or electronic platforms;
 - 8.7.2 the Council may make arrangements for the members to participate in a General Meeting which is a physical meeting, but limited in respect of the number of members that are able to attend due to the exceptional

circumstances rendering a fully physical General Meeting, inappropriate, impractical or unsafe. Such arrangements may, without limitation, include arrangements involving the combination of the calling of a physical General Meeting with a limited number of members, telephone or video conferencing and/or use of electronic facilities and/or electronic platforms.

9 Proceedings at General Meetings

- 9.1 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 Council and of the Reviewing Accountants, the election of Officers and members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Reviewing Accountants.
- 9.2 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 25 (twenty-five) members personally present shall be a quorum.
- 9.3 For the avoidance of doubt, in determining attendance at a General Meeting which is not a physical meeting, it is immaterial whether any members attending it are in the same place as each other. In particular, references in the articles to a person attending and being present or present in person at the General Meeting, including without limitation in relation to the quorum for the meeting and rights to vote at the meeting, shall be treated as including a person attending the meeting remotely, unless the articles expressly provide to the contrary.
- 9.4 In circumstances where the Council elects to call a General Meeting which is not a physical meeting, a quorum shall be present if twenty-five persons who are not in the same place as each other attend a general meeting remotely.
- 9.5 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 to the same day in the next week, 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.
- 9.6 The Chair (if any) of the Council shall preside as Chair at every General Meeting, but if there be no such Chair, or if at any meeting they shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the NSS who shall be present to preside.
- 9.7 The Chair may, with the consent of any 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment

took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original 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 meeting.

- 9.8 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 by the Chair or by at least three members present in person,
- 9.9 and unless a poll be so demanded a declaration by the Chair 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 NSS 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 be withdrawn.
- 9.10 Subject to the provisions of these articles, if a poll be demanded in manner aforesaid, it shall be taken forthwith and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 9.11 No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
- 9.12 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 9.13 Where the Council makes arrangements to facilitate remote attendance at General Meetings pursuant to article 8.6:
 - 9.13.1 the Council shall ensure that the notice of the meeting includes a description of the means by which they intend to facilitate remote attendance and details of the primary place (if any) where individuals are invited to physically attend the meeting (if any); and
 - 9.13.2 the Council and/or the chair of the meeting may:
 - 9.13.2.1 determine how individuals present at the meeting may submit comments and questions to the meeting;
 - 9.13.2.2 determine how votes may be cast; and
 - 9.13.2.3 withdraw the scope for remote attendance, or change the means of attending remotely, in order to facilitate the effective conduct of the meeting, including without limitation in the case of security concerns or technological failure;
- 9.14 The right of any person to attend a meeting remotely shall be subject to the arrangements in article 9.13.

10 Votes of Members

10.1 Subject as hereinafter provided, every member shall have one vote.

10.2 No member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the NSS in respect of their membership, shall be entitled to vote on any question.

11 Voting Proxies

Votes may be given on a poll personally or by proxy, save that an affiliated group may vote by its duly authorised representative. Provided they are duly authorised, any Individual or Life Member may vote on behalf of a maximum of one other Individual or Life Member as well on behalf of one or more Affiliated Groups.

12 Officers

12.1 The NSS in General Meeting shall elect a President and two Vice Presidents and a Treasurer (each an Officer and collectively "Officers") who shall hold office for a period of one year or upon such terms and conditions and for such periods as the NSS may determine in General Meeting, and such Officers shall be ex-officio members of the Council.

12.2 If at any time there is a vacancy in the position of an Officer (except that of President), the Council may appoint any Individual or Life Member of the NSS to the vacant position. Any Officer so appointed shall retain their office only until the next Annual General Meeting, but they shall then be eligible for election.

13 Council of Management

13.1 Unless otherwise determined by a General Meeting, the number of the members of the Council shall not be less than seven nor more than thirteen. Four of that number shall be reserved for the Officers.

13.2 The Council may from time to time and at any time appoint any member of the NSS as a member of the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain their office only until the next Annual General Meeting, but they shall then be eligible for election.

13.3 Only Individual and Life Members shall be eligible to be members of the Council.

13.4 Members of Council shall be appointed as directors of the company in accordance with the procedures laid out in the Companies Act and the provisions of the Companies Act relating to directors shall apply to all members of Council.

14 Powers of the Council of Management

14.1 The business of the NSS shall be managed by the Council who may pay all expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the NSS, and do on behalf of the NSS all such acts as may be exercised

and done by the NSS, and as are not by statute or by these articles required to be exercised or done by the NSS in General Meeting, subject nevertheless to any regulations of these articles; to the provisions of the statutes for the time being in force and affecting the NSS; and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the NSS in General Meeting, but no regulation made by the NSS in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

14.2 The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the NSS, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

14.3 The NSS shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:—

14.3.1 To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.

14.3.2 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the NSS.

14.3.3 To undertake and execute any trusts which may lawfully be undertaken by the NSS.

14.3.4 To borrow or raise money on such terms and on such security as may be thought fit.

14.3.5 To invest the moneys of the NSS not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

14.3.6 To establish and support or aid in the establishment and support of any associations or institutions having objects similar to any of the objects of the NSS.

14.3.7 To do all such other things as are incidental to the attainment or furtherance of the said objects or any of them.

14.4 Provided that:—

14.4.1 In case the NSS shall take or hold any property which may be subject to any trusts, the NSS shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

14.4.2 The NSS's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

14.4.3 The income and property of the NSS shall be applied solely towards the promotion of its objects as set forth in these Articles of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the NSS.

14.5 Provided that nothing herein shall prevent any payment in good faith by the NSS:

14.5.1 of reasonable and proper remuneration to any member, officer or servant of the NSS for any services rendered to the NSS;

14.5.2 of interest at a reasonable rate on money lent or reasonable and proper rent for premises demised or let by any member of the NSS or of its Council of Management;

14.5.3 to any member of its Council of Management of out-of-pocket expenses;

14.5.4 to a company of which a member of the NSS or of its Council of Management may be a member.

15 Secretary

A Secretary may be appointed by the Council 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 Council 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 or no Secretary capable of acting.

16 The Seal

The seal of the company (if there is one) shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Council or at least one member of the Council and the Secretary, and the said persons shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the NSS such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

17 Proceedings of the Council

17.1 The Council 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. Unless otherwise determined, the quorum shall be one half of the members for the time being of Council, rounded down to a whole number. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.

- 17.2 A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council.
- 17.3 The Council shall from time to time elect a Chair who shall be entitled to preside at all meetings of the Council at which they shall be present, and may determine for what period they are to hold office, but if no such Chair be elected, or if at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chair of the meeting.
- 17.4 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the NSS for the time being vested in the Council generally.
- 17.5 The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
- 17.6 All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
- 17.7 The Council shall cause proper minutes to be made of all appointments of Officers made by the Council and of the proceedings of all meetings of the NSS and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 17.8 A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.
- 18 Rotation of Members of the Council
- 18.1 At the Annual General Meeting held in every year, one-third of the members of the Council for the time being (excluding the four ex-officio members) or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

- 18.2 The members of the Council to retire shall be those who have been longest in office since their last election or appointment. 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 their last election or appointment. A retiring member of the Council shall be eligible for re-election.
- 18.3 The NSS may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering themselves for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
- 18.4 No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of their willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than seven nor more than twenty-eight intervening days.
- 18.5 The NSS may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 18.6 In addition and without prejudice to the provisions of the Companies Act, the NSS may by Extraordinary Resolution remove any member of the Council before the expiration of their period of office, and may by an Ordinary Resolution appoint another qualified member in their stead; but any person so appointed shall retain their office so long only as the member in whose place they are appointed would have held the same if they had not been removed.
- 19 Disqualification of Members of the Council
- 19.1 The office of a member of the Council shall be vacated –
- 19.1.1 If a receiving order is made against them or they make any arrangement or composition with their creditors.
 - 19.1.2 If they become of unsound mind.
 - 19.1.3 If they cease to be a member of the NSS.
 - 19.1.4 If by notice in writing to the NSS they resign their office.
 - 19.1.5 If they cease to hold office by reason of any order made under the Companies Act.

19.1.6 If they are removed from office by a resolution duly passed pursuant to the Companies Act.

19.2 There shall be no retiring age for Members of the Council

20 Accounts

20.1 The Council shall cause books of account or accounting records to be kept in accordance with the requirements of the Companies Acts.

20.2 The books of account shall be kept at the office, or, subject to the provisions of the Companies Acts, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Officers of the NSS.

20.3 The Council 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 NSS or any of them shall be open to the inspection of members not being Officers of the NSS, and no member (not being an officer) shall have any right of inspecting any account or book or document of the NSS except as conferred by statute or authorised by the Council or by the NSS in General Meeting.

20.4 At the Annual General Meeting in every year the Council shall lay before the NSS a proper income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Reviewing Accountants, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, be sent to the Reviewing Accountants and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

The Reviewing Accountants' report shall be open to inspection at the meeting and on request.

21 Review of Accounts

21.1 Once at least in every year the accounts of the NSS shall be reviewed by one or more properly qualified Reviewing Accountant or Accountants. The Reviewing Accountant or Accountants shall be required to deliver a Report ("the Report") to the Council on the Financial Statements which shall be presented to the members once in every year. The Report and any additional statement shall be made available to members at General meetings or by post.

21.2 Members may require the Council to vary the scope of the Report or additional statement and may instigate or cease regular audits by passing an ordinary resolution to that effect. Members may require an audit under the provisions of the Companies Act relating to the right of members to require an audit.

21.3 The Reviewing Accountant or Accountants shall be professionally qualified and independent of the Council. They will be appointed by the Council and the appointment shall be approved each year by the members at the Annual General Meeting. The Council is empowered to appoint a Reviewing Accountant or Reviewing Accountants if a vacancy occurs other than at an Annual General Meeting.

22 Notices

22.1 A notice may be served in writing by the NSS upon any member, either in electronic form or personally or by sending it through the post in a prepaid letter, addressed to such member at their registered address as appearing in the register of members.

22.2 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the NSS an address within the United Kingdom at which notices may be served upon them, shall be entitled to have notices served upon them at such address.

22.3 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.

22.4 Subject to the articles and the Companies Acts, any document or information (including any notice, report or accounts) sent or supplied by the company under the articles or the Companies Acts may be sent or supplied in any way in which the Companies Acts provides for documents or information which are authorised or required by any provision of that act to be sent or supplied by the company, including without limitation:

22.4.1 in hard copy form;

22.4.2 in electronic form; or

22.4.3 by making it available on a website.

22.5 Where a document or information which is required or authorised to be sent or supplied by the company under the Companies Acts is sent or supplied in electronic form or by making it available on a website, the recipient is deemed to have agreed that it may be sent or supplied in that form or manner unless they have notified the directors to the contrary, or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other document or information is sent or supplied in electronic form or made available on a website the Council may decide what agreement (if any) is required from the recipient.

22.6 Notices of General Meetings need not be sent to a member who does not register an address with the Company.

22.7 Where any document or information is sent or supplied by the Company to the members:

22.7.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

22.7.2 where it is sent or supplied by electronic means, it is deemed to have been received on the same day that it was sent;

22.7.3 where it is sent or supplied by means of a website, it is deemed to have been received when the material was first made available on the website.

23 Dissolution

If upon the winding up or dissolution of the NSS there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the NSS, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the NSS, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the NSS under these articles, such institution or institutions to be determined by the members of the NSS at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.