

11 September 2020

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of the National Secular Society will be held online via Zoom on Wednesday 30 September 2020 at 7.00pm.

You will be asked to consider and vote on the resolution below (the Resolution). The Resolution will be proposed as a special resolution.

THAT the draft articles of association, the specific amendments to which are set out in the schedule of this notice, be adopted as the Articles of the Company in substitution for, and to the exclusion of, the Company's existing Articles.

Members can vote by email and post as detailed below. Members wishing to attend the (virtual) Meeting must register at least 24 hours in advance. The Zoom link for the Meeting will be emailed to members who have registered by that time.

By order of the Board

Keith Porteous Wood
Company Secretary

Registration for the Meeting

Members wishing to attend the (virtual) Meeting will need to register at least 24 hours in advance. You can register online by visiting www.secularism.org.uk/EGMregistration and completing the registration form.

Alternatively, you may register your attendance by emailing admin@secularism.org.uk. If you are unable to email but still wish to attend the virtual EGM, please call the office on 020 7404 3126.

In all cases registration must be submitted by the end of Monday, 28 September 2020.

Please note, members may also vote by email and post, as detailed below.

Voting procedure for those not taking part in the virtual meeting

Appointment of proxy electronically

You can appoint the chair as your proxy electronically, and direct the chair to vote in respect of the Resolution by:

- Σ sending an email to admin@secularism.org.uk and;
- Σ if you wish to vote in favour of the Resolution include the following wording in your email: Yes, I agree with the Resolution.
- Σ If you do not wish to vote in favour of the Resolution include the following wording in your email: No, I disagree with the Resolution.

For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 29 September 2020.

Hard copy Voting Form

To appoint the chair of the EGM to vote on your behalf by using the Voting Form, the form must be:

- Σ completed and signed;
- Σ sent or delivered to the Company at: Dutch House, 307-308 High Holborn, London, England, WC1V 7LL; and
- Σ received by the Company no later than 29 September 2020.

Members who have general queries about the meeting should email enquiries@secularism.org.uk.

Schedule – Amendments to Articles

The affected articles appear below with proposed changes underlined and in italics.

The Company's articles of association shall be amended as follows:

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”

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.
- 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.