

THE COMPANIES ACT 2006

---

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION  
of  
THE THEOSOPHICAL SOCIETY IN ENGLAND

---

As amended by special resolutions passed on 25 May 2016 and 13 April 2019

## Table of Contents

PREAMBLE	3
INTERPRETATION	4
1. Defined Terms	4
OBJECTS AND POWERS	4
2. Objects	4
3. Powers	4
LIMITATION ON PRIVATE BENEFITS	6
4. Limitation on private benefits	6
LIMITATION OF LIABILITY AND INDEMNITY	8
5. Liability of Company Law Members	8
6. Indemnity	9
TRUSTEES	9
<b>TRUSTEES' POWERS AND RESPONSIBILITIES</b>	9
7. Trustees' general authority and Rules	9
8. Company Law Members' reserve power	9
9. Chair	9
10. Trustees may delegate	9
11. Committees	10
12. Delegation of day to day management powers	10
13. Delegation of investment management	11
14. Rules	11
DECISION-MAKING BY TRUSTEES	12
15. Trustees to take decisions collectively	12
16. Calling a Trustees' meeting	12
17. Participation in Trustees' meetings	12
18. Quorum for Trustees' meetings	13
19. Chairing of Trustees' meetings	13
20. Casting vote	13
21. Unanimous decisions without a meeting	13
22. Trustee interests and management of conflicts of interest	14
23. Register of Trustees' interests	15
24. Validity of Trustee actions	15
APPOINTMENT AND RETIREMENT OF TRUSTEES	15
25. Number of Trustees and composition of the Board	15
26. Appointment of Trustees and retirement of Trustees by rotation	16
27. Disqualification and removal of Trustees	17
PATRONS	18
28. Patrons	18
COMPANY LAW MEMBERS, NATIONAL COUNCILLORS AND ENGLISH SOCIETY MEMBERS	18
BECOMING AND CEASING TO BE A COMPANY LAW MEMBER	18
29. Becoming a Company Law Member	18
30. Becoming a National Councillor	18
31. Termination of Company Law Membership	18
32. English Society Members	19
ORGANISATION OF GENERAL MEETINGS	21
33. Annual General Meetings	21
34. Other General Meetings	21
35. Length of notice	21
36. Contents of notice	22
37. Service of notice	22
38. Attendance and speaking at General Meetings	22
39. Quorum for General Meetings	22
40. Chairing General Meetings	23

41.	Attendance and speaking by patrons and non-Company Law Members	23
42.	Adjournment	23
VOTING AT GENERAL MEETINGS		24
43.	Voting: general	24
44.	Votes	24
45.	Errors and disputes	25
46.	Poll votes	25
47.	Procedure on a poll	26
48.	Proxies	26
49.	Delivery of Proxy Notices	27
WRITTEN RESOLUTIONS		28
50.	Written resolutions	28
ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS		30
51.	Communications by the English Society	30
52.	Communications to the English Society	31
53.	Company Secretary	32
54.	Irregularities	32
55.	Minutes	32
56.	Records and accounts	32
57.	Exclusion of model articles	33
WINDING UP		33
58.	Winding up	33
Annexure 1 THEOSOPHY		37

## The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of The Theosophical Society in England

### PREAMBLE

The Theosophical Society in England (the English Society) was originally established as a component society of The Theosophical Society, founded in New York, USA, on 17<sup>th</sup> November 1875 by Helena Petrovna Blavatsky, Colonel Henry Steel Olcott, William Quan Judge and others and incorporated under the laws of British India on 3rd April 1905 with its Headquarters at Adyar, India. The primary objects of The Theosophical Society were first articulated in 1875 and went through various revisions in the following years.

The object of the English Society was to promote the objects of The Theosophical Society with special reference to England as follows:

- (i) To form a nucleus of the Universal Brotherhood of Humanity without distinction of race, creed, sex, caste or colour.
- (ii) To encourage the study of comparative Religion, Philosophy and Science.
- (iii) To investigate unexplained laws of Nature and the powers latent in man.

In this document these are described as The Classical Objects. The Classical Objects are concerned with (a) promoting the moral and spiritual development of humanity, through the Theosophical Society's emphasis on universal brotherhood and (b) education, because the underlying work of the English Society is to promote, sustain and increase individual and collective knowledge and understanding in specific areas of study. It is implicit that these objects are carried out within the context of Theosophy (as defined in the Appendix below).

The first and most important of the Classical Objects seeks to promote and disseminate the notion of universal brotherhood. It is important to clarify that the Theosophical Society is not seeking to create a universal brotherhood of humanity as Theosophy is based on the assumption that this already exists in nature. This assumption is not a mere unjustified assertion. It is tested, analysed and discussed at great length in Theosophical literature.

An understanding of this holistic concept is fundamental to the development of human rights, religious and racial harmony, and understanding between peoples and nations. Although it is not the Theosophical Society's aim to evangelise these issues, it is the Theosophical Society's purpose to provide a context within which these issues can be better understood and thereby promote the moral and spiritual ethos that underpins the concept.

The second Classical Object deals with the development and dissemination of knowledge at an external level and the third object may be interpreted as dealing with the development and dissemination of knowledge at an interior psychological and spiritual level.

The underlying intentions of the Theosophical Society are charitable in that they are promoting the moral and spiritual development of humanity and also promoting education through the dissemination of knowledge and skills. However, the articulation of the Classical Objects dates from 1896 and used language which has developed and taken on fresh meanings.

The Charitable Objects of the English Society, as set out below, reflect the contemporary approach of the English Society which is both continuous with, and has developed since the original founding of, The Theosophical Society in 1875.

## INTERPRETATION

### 1. Defined Terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

## OBJECTS AND POWERS

### 2. Objects

The objects of the English Society are for the public benefit to promote moral and spiritual welfare, and the advancement of education, through the promotion and study of Theosophy, and the dissemination of the results of such study to the public.

“Theosophy” is defined in an Appendix to these Articles.

### 3. Powers

To further its Charitable Objects the English Society may:

- 3.1 provide and assist in the provision of money, materials or other help;
- 3.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.3 publish and distribute instructional and other materials on any medium;
- 3.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the relevant results available;
- 3.5 provide or procure the provision of counselling and guidance;
- 3.6 provide or procure the provision of advice;
- 3.7 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;
- 3.8 enter into contracts to provide services to or on behalf of other bodies;
- 3.9 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.10 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the English Society must comply as appropriate with the Charities Act 2011);

- 3.11 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the English Society must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.12 set aside funds for special purposes or as reserves against future expenditure;
- 3.13 invest the English Society's money not immediately required for its Charitable Objects in or upon any investments, securities, or property;
- 3.14 arrange for investments or other property of the English Society to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.15 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.16 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.17 accept (or disclaim) gifts of money and any other property;
- 3.18 raise funds by way of subscription, donation or otherwise;
- 3.19 trade in the course of carrying out the Charitable Objects of the English Society;
- 3.20 incorporate and acquire subsidiary companies to carry on any trade;
- 3.21 subject to Article 4 (limitation on private benefits):
  - 3.21.1 engage and pay employees, consultants and professional or other advisers; and
  - 3.21.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.22 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.23 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the English Society's Charitable Objects);
- 3.24 undertake and execute charitable trusts;
- 3.25 impose restrictions, which may be revocable or irrevocable, on the use of any property of the English Society, including (without limitation) by creating permanent endowment;
- 3.26 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;

- 3.27 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.28 pay out of the funds of the English Society the costs of forming and registering the English Society;
- 3.29 insure the property of the English Society against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the English Society;
- 3.30 provide indemnity insurance for the Trustees or any other officer of the English Society in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to “charity trustees” in the said Section 189(1) shall be treated as references to officers of the English Society); and
- 3.31 do all such other lawful things as may further the English Society’s Charitable Objects.

#### LIMITATION ON PRIVATE BENEFITS

- 4. Limitation on private benefits
- 4.1 The income and property of the English Society shall be applied solely towards the promotion of its Charitable Objects.

##### Permitted benefits to Company Law Members

- 4.2 No part of the income and property of the English Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Company Law Member of the English Society. This shall not prevent any payment in good faith by the English Society of:
  - 4.2.1 any payments made to any Company Law Member in his, her or its capacity as a beneficiary of the English Society;
  - 4.2.2 reasonable and proper remuneration to any Company Law Member for any goods or services supplied to the English Society (including services performed by the Company Law Member under a contract of employment with the English Society) provided that, if such Company Law Member is a Trustee, Articles 4.3, 4.4 and 4.5 shall apply;
  - 4.2.3 interest at a reasonable and proper rate on money lent by any Company Law Member to the English Society;
  - 4.2.4 any reasonable and proper rent for premises let by any Company Law Member to the English Society; and
  - 4.2.5 any payments to a Company Law Member who is also a Trustee which are permitted under Articles 4.3, 4.4 or 4.5.

##### Permitted benefits to Trustees and Connected Persons

- 4.3 No Trustee may:
  - 4.3.1 sell goods, services or any interest in land to the English Society;

4.3.2 be employed by, or receive any remuneration from, the English Society; or

4.3.3 receive any other financial benefit from the English Society;

unless the payment is permitted by Articles 4.4 or 4.5 or authorised by the court or the Charity Commission.

4.4 A Trustee may receive the following benefits from the English Society:

4.4.1 a Trustee or person Connected to a Trustee may receive a benefit from the English Society in his, her or its capacity as a beneficiary of the English Society;

4.4.2 a Trustee or person Connected to a Trustee may be reimbursed by the English Society for, or may pay out of the English Society's property, reasonable expenses properly incurred by him, her or it when acting on behalf of the English Society;

4.4.3 a Trustee or person Connected to a Trustee may be paid reasonable and proper remuneration by the English Society for any goods or services supplied to the English Society on the instructions of the Trustees (excluding, in the case of a Trustee, the service of acting as Trustee and services performed under a contract of employment with the English Society) provided that this provision and Article 4.5.3 may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is a person Connected to that Trustee);

4.4.4 a Trustee or person Connected to a Trustee may receive interest at a reasonable and proper rate on money lent to the English Society;

4.4.5 a Trustee or person Connected to a Trustee may receive reasonable and proper rent for premises let to the English Society;

4.4.6 the English Society may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.30; and

4.4.7 a Trustee or other officer of the English Society may receive payment under an indemnity from the English Society in accordance with the indemnity provisions set out at Article 6;

provided that where benefits are conferred under Article 4.4, Article 22 (Conflicts of Interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

#### Subsidiary Companies

4.5 A Trustee may receive the following benefits from any Subsidiary Company:

4.5.1 a Trustee or a person Connected to a Trustee may receive a benefit from any Subsidiary Company in his, her or its capacity as a beneficiary of the English Society or of any Subsidiary Company;

4.5.2 a Trustee or a person Connected to a Trustee may be reimbursed by any Subsidiary Company for, or may pay out of any Subsidiary Company's



property, reasonable expenses properly incurred by him, her or it when acting on behalf of any Subsidiary Company;

- 4.5.3 a Trustee or a person Connected to a Trustee may be paid reasonable and proper remuneration by any Subsidiary Company for any goods or services supplied to any Subsidiary Company, with the prior approval of the Trustees, (including services performed under a contract of employment with any Subsidiary Company or otherwise) provided that this provision and Article 4.4.3 may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person Connected to that Trustee);
- 4.5.4 a Trustee or a person Connected to a Trustee may, with the prior approval of the Trustees, receive interest at a reasonable and proper rate on money lent to any Subsidiary Company;
- 4.5.5 a Trustee or a person Connected to a Trustee may, with the prior approval of the Trustees, receive reasonable and proper rent for premises let to any Subsidiary Company;
- 4.5.6 any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers; and
- 4.5.7 a Trustee or a person Connected to a Trustee may receive payment under an indemnity from any Subsidiary Company in accordance with the constitution of the relevant Subsidiary Company;

provided that the affected Trustee may not take part in any decision of the Trustees to approve a benefit under Articles 4.5.3, 4.5.4 or 4.5.5.

#### OSCR

- 4.6 If the English Society is registered with the Office of the Scottish Charity Regulator the additional requirements under section 67 of the Charities and Trustee Investment (Scotland) Act 2005 must be complied with.

### LIMITATION OF LIABILITY AND INDEMNITY

#### 5. Liability of Company Law Members

The liability of each Company Law Member is limited to £1, being the amount that each Company Law Member undertakes to contribute to the assets of the English Society in the event of its being wound up while he, she or it is a Company Law Member or within one year after he, she or it ceases to be a Company Law Member, for:

- 5.1 payment of the English Society's debts and liabilities contracted before he, she or it ceases to be a member;
- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the English Society shall be indemnified out of the assets of the English Society in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the English Society may be indemnified out of the assets of the English Society in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

TRUSTEES

**TRUSTEES' POWERS AND RESPONSIBILITIES**

7. **Trustees' general authority and Rules**

7.1 The Trustees are responsible for the management of the English Society's business, for which purpose they may exercise all the powers of the English Society and in doing so will have reference to the Rules.

7.2 For the avoidance of doubt in the event of any inconsistency between the Rules and these Articles, these Articles shall prevail.

8. **Company Law Members' reserve power**

8.1 The Company Law Members may, by special resolution, direct the Trustees to take, or refrain from taking, specified action.

8.2 No such special resolution invalidates anything which the Trustees have done before the passing of the resolution.

9. Chair

The National President shall be the chair of the Trustees.

10. Trustees may delegate

10.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.

10.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the English Society to any person or committee.

10.3 Any delegation by the Trustees may be:

10.3.1 by such means;

10.3.2 to such an extent;

10.3.3 in relation to such matters or territories; and

10.3.4 on such terms and conditions;

as they think fit.

- 10.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 10.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.
- 10.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the English Society for such purposes and on such conditions as they determine.
- 10.7 The Trustees shall delegate authority to authorise all financial transactions to the National Officers and the National Officers shall be the English Society's bank account signatories. Additional bank account signatories may be by authorised by the Trustees.

## 11. Committees

### 11.1 In the case of delegation to committees:

- 11.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);
- 11.1.2 the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;
- 11.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;
- 11.1.4 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
- 11.1.5 no committee shall knowingly incur expenditure or liability on behalf of the English Society except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

### 11.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any regulations made by the Trustees.

### 11.3 Subject to the remainder of this Article 11, the Trustees may establish a Rules Committee with power to advise the Trustees in relation to the Articles and the Rules. The Trustees shall determine the composition, proceedings and remit of any such committee, provided in doing so they are in compliance with the Rules.

## 12. Delegation of day to day management powers

In the case of delegation of the day to day management of the English Society to a chief executive/general manager or other managers:

- 12.1 the delegated power shall be to manage the English Society by implementing the policy and strategy adopted by and within a budget approved by the Trustees and (if applicable) to advise the Trustees in relation to such policy, strategy and budget;
- 12.2 the Trustees shall provide any manager with a description of his or her role and the extent of his or her authority; and
- 12.3 any manager must report regularly to the Trustees on the activities undertaken in managing the English Society.

### 13. Delegation of investment management

The Trustees may delegate the management of investments to a Financial Expert or Financial Experts provided that:

- 13.1 the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Trustees;
- 13.2 timely reports of all transactions are provided to the Trustees;
- 13.3 the performance of the investments is reviewed regularly with the Trustees;
- 13.4 the Trustees are entitled to cancel the delegation arrangement at any time;
- 13.5 the investment policy and the delegation arrangements are reviewed regularly;
- 13.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- 13.7 the Financial Expert or Financial Experts must not do anything outside the powers of the Trustees.

### 14. Rules

- 14.1 In consultation with the Rules Committee (if any), the Trustees may from time to time make, repeal or alter such Rules as they think fit as to the management of the English Society and its affairs. The Rules shall be binding on all English Society Members. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.
- 14.2 The Rules may regulate the following matters but are not limited to them:
  - 14.2.1 the admission of English Society Members and the benefits conferred on such English Society Members, and any national dues, fees or payments to be made by English Society Members;
  - 14.2.2 the duties of any officers or employees of the English Society, including the National Officers;
  - 14.2.3 the conduct of English Society Members in relation to one another, and to the English Society's employees and volunteers, including disciplinary processes;
  - 14.2.4 the election process for Elected Trustees and National Officers;
  - 14.2.5 the election process for National Councillors;

- 14.2.6 any of the matters or things within the powers or under the control of the Trustees; and
- 14.2.7 generally, all such matters as are commonly the subject matter of company rules.

#### DECISION-MAKING BY TRUSTEES

#### 15. Trustees to take decisions collectively

Any decision of the Trustees must be either:

- 15.1 by decision of a majority of the Trustees present and voting at a quorate Trustees' meeting (subject to Article 20); or
- 15.2 a unanimous decision taken in accordance with Article 21.

#### 16. **Calling a Trustees' meeting**

- 16.1 Two Trustees may (and the Company Secretary, if any, must at the request of two Trustees) call a Trustees' meeting.
- 16.2 A Trustees' meeting must be called by at least seven Clear Days' notice unless either:
  - 16.2.1 all the Trustees agree; or
  - 16.2.2 urgent circumstances require shorter notice.
- 16.3 Notice of Trustees' meetings must be given to each Trustee.
- 16.4 Every notice calling a Trustees' meeting must specify:
  - 16.4.1 the place, day and time of the meeting;
  - 16.4.2 the general nature of the business to be considered at such meeting; and
  - 16.4.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 16.5 Notice of Trustees' meetings need not be in Writing.
- 16.6 Article 51 shall apply, and notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

#### 17. **Participation in Trustees' meetings**

- 17.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
  - 17.1.1 the meeting has been called and takes place in accordance with the Articles; and
  - 17.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).

17.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

17.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is, and in the absence of such a decision it will be treated as taking place where the chair is located at the time of the meeting.

## **18. Quorum for Trustees' meetings**

18.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

18.2 The quorum for Trustees' meetings shall be five, at least four of whom must be Elected Trustees or National Officers, unless otherwise agreed by a decision of the Trustees. It may not be less than five unless there are five or fewer Trustees in office in which case it shall be three or such other number as may be determined by decision of the Trustees, provided always that the number of Elected Trustees and National Officers present and voting must exceed the number of Co-opted Trustees present and voting by at least one.

18.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision:

18.3.1 to appoint further Trustees in accordance with these Articles; or

18.3.2 to commence an election process in the manner set out in the Rules.

## **19. Chairing of Trustees' meetings**

The National President, if any, or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting.

## **20. Casting vote**

20.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.

20.2 Article 20.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **21. Unanimous decisions without a meeting**

21.1 A decision is taken in accordance with this Article 21 when all of the Trustees indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. The Trustees cannot rely on this Article to make a decision if one or more of the Trustees has a conflict of interest which, under Article 22, results in them not being entitled to vote.

21.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in Writing.

## 22. Trustee interests and management of conflicts of interest

### Declaration of interests

#### 22.1 Unless Article 22.2 applies, a Trustee must declare the nature and extent of:

- 22.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the English Society; and
- 22.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the English Society or his or her duties to the English Society.

#### 22.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

### Participation in decision-making

#### 22.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the English Society, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

#### 22.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the English Society, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

- 22.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:
  - (a) any benefit received in his, her or its capacity as a beneficiary of the English Society (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the English Society;
  - (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.30;
  - (c) payment under the indemnity set out at Article 6; and
  - (d) reimbursement of expenses in accordance with Article 4.4.2; or
- 22.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 22.5.

#### 22.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 22.5, he or she must:

- 22.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

- 22.5.2 withdraw from the decision-making process during the discussion if the Chair or the other Trustees feel it is necessary for them to do so;
- 22.5.3 not be counted in the quorum for that part of the process; and
- 22.5.4 withdraw during the vote and have no vote on the matter.

#### Continuing duties to the English Society

- 22.6 Where a Trustee or person Connected with him or her has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:

- 22.6.1 the Trustee shall not be in breach of his or her duties to the English Society by withholding confidential information from the English Society if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and
- 22.6.2 the Trustee shall not be accountable to the English Society for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

#### 23. Register of Trustees' **interests**

The Trustees must ensure a register of Trustees' interests is kept.

#### 24. Validity of Trustee actions

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

### APPOINTMENT AND RETIREMENT OF TRUSTEES

#### 25. Number of Trustees and composition of the Board

- 25.1 There shall be at least 5 Trustees (excluding Co-opted Trustees) and a maximum of 13 Trustees.

- 25.2 The Board shall comprise:

- 25.2.1 the National President
  - 25.2.2 the National Secretary; and
  - 25.2.3 the National Treasurer
- (together, the National Officers);
- 25.2.4 up to three Co-opted Trustees; and
  - 25.2.5 a remainder of Elected Trustees.



26. Appointment of Trustees and retirement of Trustees by rotation

- 26.1 Any person who is willing to act as a Trustee who fulfils the eligibility requirements set out in the Rules and who would not be disqualified from acting under the provisions of Article 27, may be appointed in accordance with this Article 26.

National Officers and Elected Trustees

- 26.2 The National Officers and the Elected Trustees shall be appointed by the National Councillors:

26.2.1 at such time; and

26.2.2 by following an election process in such manner

as set out in the Rules.

- 26.3 In the event that a National Officer or Elected Trustee retires, other than in accordance with Article 26.6, the Trustees may resolve to appoint another individual as a National Officer or an Elected Trustee to fill the vacancy provided that individual retires from office at the subsequent Annual General Meeting or, if sooner, when a replacement is appointed further to an election process in accordance with the Rules.

- 26.4 For the avoidance of doubt, the National Officers shall ex officio be directors of all Subsidiary Companies and other companies controlled by the English Society.

Co-opted Trustees

- 26.5 The Trustees may co-opt up to three individuals as Co-opted Trustees. Individuals appointed as Co-opted Trustees shall serve for a term of office of up to two years for a maximum period of three terms, subject to annual review by the Elected Trustees and National Officers. Retiring Co-opted Trustees may be re-appointed by a decision of the Trustees. Co-opted Trustees must either be English Society Members or must be prepared to become English Society Members prior to appointment

Retirement and consecutive terms of office

- 26.6 Subject to earlier termination under Article 27, each National Officer and Elected Trustee shall retire from office at the third Annual General Meeting following the commencement of his or her term of office.

- 26.7 A National Officer or Elected Trustee who retires may be re-appointed in accordance with this Article 26 and the provisions of the Rules, provided that no Elected Trustee may serve for more than three consecutive terms.

- 26.8 Notwithstanding Article 26.7, in the event that no suitably qualified person is available to stand for election as a National Officer, a person who has served three consecutive terms as an Elected Trustee or as a National Officer may stand for election and serve as a National Officer for up to a further three consecutive terms.

Deemed reappointment

- 26.9 Subject to Article 26.7, if at the meeting at which an Elected Trustee or National Officer retires by virtue of Article 26.6, the vacancy is not filled, the retiring Trustee

will, if willing to act, be deemed to have been reappointed without the requirement that a resolution be put to the meeting unless:

26.9.1 at the meeting it is resolved not to fill the vacancy; or

26.9.2 two Trustees request a resolution for the reappointment of the Elected Trustee or National Officer to be put to the meeting and such resolution is lost.

#### Minimum age

26.10 No person may be appointed as a Trustee unless he or she has reached the age of 18 years.

#### Timing of retirement

26.11 An Elected Trustee or National Officer who retires at an Annual General Meeting and who is not reappointed in accordance with Article 26.2 or deemed reappointed in accordance with Article 26.9 shall retain office until the end of the meeting.

#### General

26.12 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.

#### 27. Disqualification and removal of Trustees

A Trustee shall cease to hold office if:

27.1 he or she ceases to be an English Society Member or is suspended from English Society Membership;

27.2 he or she ceases to be a Company Law Member;

27.3 he or she ceases to be a director of the English Society by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;

27.4 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;

27.5 the Trustees reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;

27.6 notification is received by the English Society from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if a sufficient number of Trustees to form a quorum will remain in office when such resignation has taken effect);

27.7 he or she fails to attend four consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason;

27.8 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify

removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Trustees.

## PATRONS

### 28. Patrons

The Trustees may appoint and remove any individual(s) as patron(s) of the English Society on such terms as they shall think fit. Unless the Trustees determine otherwise a patron (if not a Company Law Member) shall have the right to be given notice of, to attend and speak (but not vote) at any General Meeting of the English Society and shall also have the right to receive accounts of the English Society when available to Company Law Members.

## COMPANY LAW MEMBERS, NATIONAL COUNCILLORS AND ENGLISH SOCIETY MEMBERS

### BECOMING AND CEASING TO BE A COMPANY LAW MEMBER

### 29. Becoming a Company Law Member

The Company Law Members of the English Society shall be:

- 29.1.1 the National Councillors;
- 29.1.2 past National Officers who are approved by the Trustees in accordance with the Rules; and
- 29.1.3 the National Officers and Elected Trustees from time to time.

### 30. Becoming a National Councillor

#### 30.1 Each National Councillor shall be appointed by the English Society Members:

- 30.1.1 at such time; and
  - 30.1.2 by following an election process in such manner
- as set out in the Rules.

#### 30.2 The Trustees may from time to time prescribe criteria for National Councillorship in accordance with the Rules.

### 31. Termination of Company Law Membership

#### 31.1 Company Law Membership is not transferable.

#### 31.2 A Company Law Member shall cease to be a Company Law Member:

- 31.2.1 if the Company Law Member is a Company Law Member solely by virtue of being an Elected Trustee or National Officer, where the Company Law Member ceases to be an Elected Trustee or National Officer in accordance with Article 27, unless they previously held the post of National Officer in which case this provision shall not apply;

- 31.2.2 if the Company Law Member's position as an English Society Member is suspended or terminated in accordance with the Rules;
- 31.2.3 if the Company Law Member is absent from the United Kingdom for more than nine consecutive months and the Trustees acting reasonably resolve that he or she be removed from Company Law Membership for this reason;
- 31.2.4 if the Company Law Member dies;
- 31.2.5 if the Company Law Member has a bankruptcy order made against him or her, or has an order made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
- 31.2.6 on the expiry of at least seven Clear Days' notice given by the Company Law Member to the English Society of his or her intention to resign;
- 31.2.7 if any subscription or other sum payable by the Company Law Member to the English Society is not paid on the due date and remains outstanding more than six months after the due date. The Trustees may re-admit to Company Law Membership any person who ceases to be a Company Law Member on this ground on him or her paying such reasonable sum as the Trustees may determine; or
- 31.2.8 if, at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the Company Law Member's company law membership (and, if the Trustees think fit, the Company Law's Member's membership of the English Society) be terminated on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the English Society. Such a resolution may not be passed unless the Company Law Member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify termination, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. A Company Law Member whose company law membership is terminated in accordance with this Article 31.2.8 but who remains as an English Society Member shall remain liable to pay to the English Society any subscription or other sum owed by him or her.

#### Register of Company Law Members

- 31.3 The names of the Company Law Members of the English Society must be entered in the register of Company Law Members.

#### 32. English Society Members

##### Attached and Unattached Members

- 32.1 English Society Membership automatically confers membership of The Theosophical Society.
- 32.2 The English Society shall have the following classes of English Society Membership:
  - 32.2.1 Attached Members; and

32.2.2 Unattached Members;

with such rights and obligations (including without limitation the obligation to pay national dues) as the Trustees think fit subject to the Rules, provided that no such English Society Members shall be Company Law Members for the purposes of the Articles or the Companies Acts, unless that English Society Member is also a National Councillor, Elected Trustee, National Officer or past National Officer.

32.3 Subject to Article 32.4, no person may become an English Society Member unless that person:

32.3.1 has applied for English Society Membership in a manner approved by the Trustees and sent his or her application form to the National President;

32.3.2 has paid or been exempted from payment of the whole or part of the current subscription due to the English Society; and

32.3.3 the National President has approved his or her application for English Society Membership and provides a signed Diploma of Membership to him or her.<sup>1</sup>

32.4 No person may become an Attached Member unless that person:

32.4.1 has applied for membership of a Lodge/Branch or Centre in a manner approved by the Lodge/Branch or Centre (as relevant);

32.4.2 has been sponsored by at least one English Society Member; and

32.4.3 the application submitted in accordance with Article 32.3.1 has been signed by the Lodge/Branch or Centre president or secretary before it is submitted to the National President in accordance with Article 32.3.3.

32.5 The Trustees may from time to time prescribe criteria for English Society Membership but will not be obliged to accept persons fulfilling those criteria as English Society Members.

32.6 An English Society Member shall cease to be an English Society Member:

32.6.1 on the expiry of at least seven Clear Days' notice given by the English Society Member to the English Society of his, her or its intention to withdraw;

32.6.2 if any subscription or other sum payable by the English Society Member to the English Society is not paid on the due date and remains unpaid on 31 December each year; or

32.6.3 if removed from English Society Membership in accordance with the procedures set out in the Rules.

---

<sup>1</sup> For the avoidance of doubt, the Trustees shall delegate their authority for English Society Membership to The National President.

#### Lodges/Branches

- 32.7 A Lodge/Branch comprises Attached Members who hold a valid charter.<sup>2</sup>
- 32.8 Lodges/Branches shall operate in accordance with the Rules.

#### Centres

- 32.9 At least three but no more than seven English Society Members may apply to the Trustees for authority to form a Centre, as set out in the Rules.
- 32.10 Centres shall operate in accordance with the Rules.

#### Federations

- 32.11 Lodges/Branches, Centres and Unattached Members may group themselves in to Federations with the approval of the National Councillors. The National Councillors may withdraw such approval.
- 32.12 Federations shall operate in accordance with the Rules.

### ORGANISATION OF GENERAL MEETINGS

#### 33. Annual General Meetings

The English Society must hold an Annual General Meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one Annual General Meeting and the next. It shall be held in April or at such other time and place as the Trustees think fit.

#### 34. Other General Meetings

- 34.1 The National President or the Trustees may call a General Meeting at any time.
- 34.2 The Trustees must call a General Meeting if required to do so by the Company Law Members under the Companies Acts.

#### 35. Length of notice

All General Meetings must be called by either:

- 35.1 at least 21 Clear Days' notice; or
- 35.2 shorter notice if it is so agreed by a majority in number of the Company Law Members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Company Law Members.

---

<sup>2</sup> All charters of Lodges/Branches derive their authority from and are signed by the International President acting as an executive officer of the general council of The Theosophical Society which may be cancelled by the same authority.

36. Contents of notice
- 36.1 Every notice calling a General Meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 36.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 36.3 In every notice calling a meeting of the English Society there must appear with reasonable prominence a statement informing the Company Law Member of his or her rights to appoint another person as his or her proxy at a meeting of the English Society.
- 36.4 If the English Society gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).
37. Service of notice
- Notice of General Meetings must be given to every Company Law Member, to the Trustees, to any patron(s) and to the auditors of the English Society.
38. Attendance and speaking at General Meetings
- 38.1 A person is able to exercise the right to speak at a General Meeting when that person is in a position 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.
- 38.2 A person is able to exercise the right to vote at a General Meeting when:
- 38.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 38.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 38.3 The Trustees may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
- 38.4 In determining attendance at a General Meeting, it is immaterial whether any two or more Company Law Members attending it are in the same place as each other.
- 38.5 Two or more persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
39. Quorum for General Meetings
- 39.1 No business (other than the appointment of the chair of the meeting) may be transacted at a General Meeting unless a quorum is present.
- 39.2 The quorum shall be fifteen persons entitled to vote on the business to be transacted (each being a Company Law Member or a proxy for a Company Law Member).

- 39.3 If a quorum is not present within half an hour from the time appointed for the meeting:
- 39.3.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and
  - 39.3.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.
40. Chairing General Meetings
- 40.1 The National President shall preside as chair of every General Meeting. In the absence of the National President at a General Meeting, another National Officer or an Elected Trustee approved by the Company Law Members shall preside as chair.
- 40.2 If neither the National President nor any Trustee nominated in accordance with Article 40.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to chair the meeting and, if there is only one Trustee present and willing to act, he or she shall be chair of the meeting.
- 40.3 If no Trustee is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the Company Law Members present in person and entitled to vote must choose one of the Company Law Members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a Company Law Member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 40.3.
41. Attendance and speaking by patrons and non-Company Law Members
- 41.1 Patrons may attend and speak at General Meetings, whether or not they are Company Law Members.
- 41.2 The chair of the meeting may permit other persons who are not Company Law Members (or otherwise entitled to exercise the rights of Company Law Members in relation to General Meetings) to attend and speak at a General Meeting.
42. Adjournment
- 42.1 The chair of the meeting may adjourn a General Meeting at which a quorum is present if:
- 42.1.1 the meeting consents to an adjournment; or
  - 42.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 42.2 The chair of the meeting must adjourn a General Meeting if directed to do so by the meeting.
- 42.3 When adjourning a General Meeting, the chair of the meeting must:



- 42.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and
- 42.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 42.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the English Society must give at least 7 Clear Days' notice of it:
  - 42.4.1 to the same persons to whom notice of the English Society's General Meetings is required to be given; and
  - 42.4.2 containing the same information which such notice is required to contain.
- 42.5 No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## VOTING AT GENERAL MEETINGS

- 43. Voting: general
  - 43.1 A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
  - 43.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
    - 43.2.1 has or has not been passed; or
    - 43.2.2 passed with a particular majority;
 is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 55 is also conclusive evidence of that fact without such proof.
- 44. Votes
  - Votes on a show of hands
  - 44.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:
    - 44.1.1 each Company Law Member present in person; and
    - 44.1.2 (subject to Article 49.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution
 provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

## Votes on a poll

- 44.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

44.2.1 every Company Law Member present in person; and

44.2.2 every Company Law Member present by proxy (subject to Article 49.3).

## General

- 44.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

- 44.4 No Company Law Member shall be entitled to vote at any business at General Meeting unless paid up in accordance with the Rules.

## 45. Errors and disputes

- 45.1 No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

- 45.2 Any such objection must be referred to the chair of the meeting whose decision is final.

## 46. Poll votes

- 46.1 A poll on a resolution may be demanded:

46.1.1 in advance of the General Meeting where it is to be put to the vote; or

46.1.2 at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

- 46.2 A poll may be demanded by:

46.2.1 the chair of the meeting;

46.2.2 the Trustees;

46.2.3 two or more persons having the right to vote on the resolution;

46.2.4 any person, who, by virtue of being appointed proxy for one or more Company Law Members having the right to vote on the resolution, holds two or more votes; or

46.2.5 a person or persons representing not less than one tenth of the total voting rights of all the Company Law Members having the right to vote on the resolution.

- 46.3 A demand for a poll may be withdrawn if:

46.3.1 the poll has not yet been taken; and

46.3.2 the chair of the meeting consents to the withdrawal.

47. Procedure on a poll

- 47.1 Subject to the Articles, polls at General Meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

- 47.2 The chair of the meeting may appoint scrutineers (who need not be Company Law Members) and decide how and when the result of the poll is to be declared.
- 47.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

- 47.4 A poll on:

47.4.1 the election of the chair of the meeting; or

47.4.2 a question of adjournment;

must be taken immediately.

- 47.5 Other polls must be taken within 30 days of their being demanded.

- 47.6 A demand for a poll does not prevent a General Meeting from continuing, except as regards the question on which the poll was demanded.

Notice

- 47.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 47.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

48. Proxies

Power to appoint

- 48.1 A Company Law Member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and speak and vote at a meeting of the English Society. A proxy must vote in accordance with any instructions given by the Company Law Member by whom the proxy is appointed.

Manner of appointment

- 48.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:
- 48.2.1 states the name and address of the Company Law Member appointing the proxy;
- 48.2.2 identifies the person appointed to be that Company Law Member's proxy and the General Meeting in relation to which that person is appointed;

- 48.2.3 is signed by or on behalf of the Company Law Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
- 48.2.4 is delivered to the English Society in accordance with the Articles and any instructions contained in the notice of General Meeting to which they relate.
- 48.3 The English Society may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 48.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 48.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
  - 48.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 48.5.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- 49. Delivery of Proxy Notices
- 49.1 The Proxy Notification Address in relation to any General Meeting is:
  - 49.1.1 the registered office of the English Society; or
  - 49.1.2 any other Address or Addresses specified by the English Society as an Address at which the English Society or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or
  - 49.1.3 any electronic Address falling within the scope of Article 49.2.
- 49.2 If the English Society gives an electronic Address:
  - 49.2.1 in a notice calling a meeting;
  - 49.2.2 in an instrument of proxy sent out by it in relation to the meeting; or
  - 49.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 49.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

#### Attendance of Company Law Member

- 49.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the English Society by or on behalf of that person. If the person casts a vote in such

circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

#### Timing

- 49.4 Subject to Articles 49.5 and 49.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the General Meeting or adjourned meeting to which it relates.
- 49.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 49.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:
  - 49.6.1 received in accordance with Article 49.4; or
  - 49.6.2 given to the chair, National Secretary, Company Secretary, or any Trustee at the meeting at which the poll was demanded.

#### Interpretation

- 49.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24-hour periods referred to in this Article 49.

#### Revocation

- 49.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- 49.9 A notice revoking the appointment of a proxy only takes effect if it is received before:
  - 49.9.1 the start of the meeting or adjourned meeting to which it relates; or
  - 49.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

#### Execution

- 49.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## WRITTEN RESOLUTIONS

- 50. Written resolutions

#### General

- 50.1 Subject to this Article 50 a written resolution agreed by:
  - 50.1.1 Company Law Members representing a simple majority; or

- 50.1.2 (in the case of a special resolution) Company Law Members representing not less than 75%;

of the total voting rights of eligible Company Law Members shall be effective.

- 50.2 On a written resolution each Company Law Member shall have one vote.
- 50.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 50.4 A Company Law Members' resolution under the Companies Acts removing a Trustee or auditor before the expiry of his or her term of office may not be passed as a written resolution.

#### Circulation

- 50.5 A copy of the proposed written resolution must be sent to every eligible Company Law Member together with a statement informing the Company Law Member how to signify agreement and the date by which the resolution must be passed if it is not to lapse.
- 50.6 In relation to a resolution proposed as a written resolution of the English Society the eligible Company Law Members are the Company Law Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 50.7 The required majority of eligible Company Law Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 50.8 Communications in relation to written resolutions must be sent to the English Society's auditors in accordance with the Companies Acts.

#### Signifying agreement

- 50.9 A Company Law Member signifies agreement to a proposed written resolution when the English Society receives from him or her (or from someone acting on his or her behalf) an authenticated Document:
- 50.9.1 identifying the resolution to which it relates; and
- 50.9.2 indicating the Company Law Member's agreement to the resolution.
- 50.10 For the purposes of Article 50.9:
- 50.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
- 50.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:
- (a) the identity of the sender is confirmed in a manner specified by the English Society; or
  - (b) where no such manner has been specified by the English Society, if the communication contains or is accompanied by a statement of the

identity of the sender and the English Society has no reason to doubt the truth of that statement.

- 50.11 If the English Society gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

## ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

### 51. Communications by the English Society

#### Methods of communication

- 51.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the English Society under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the English Society, including without limitation:

51.1.1 in Hard Copy Form;

51.1.2 in Electronic Form; or

51.1.3 by making it available on a website.

- 51.2 Where a Document or information which is required or authorised to be sent or supplied by the English Society under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner 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 Trustees may decide what agreement (if any) is required from the recipient.

- 51.3 Subject to the Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

#### Deemed delivery

- 51.4 A Company Law Member present in person or by proxy at a meeting of the English Society shall be deemed to have received notice of the meeting and the purposes for which it was called.

- 51.5 Where any Document or information is sent or supplied by the English Society to the Company Law Members:

51.5.1 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;

- 51.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 51.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
  - (a) when the material was first made available on the website; or
  - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 51.6 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a National Councillor) may agree with the English Society that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

#### Failed delivery

- 51.7 Where any Document or information has been sent or supplied by the English Society by Electronic Means and the English Society receives notice that the message is undeliverable:
  - 51.7.1 if the Document or information has been sent to a Company Law Member and is notice of a General Meeting of the English Society, the English Society is under no obligation to send a Hard Copy of the Document or information to the Company Law Member's postal address as shown in the English Society's register of Company Law Members, but may in its discretion choose to do so;
  - 51.7.2 in all other cases, the English Society shall send a Hard Copy of the Document or information to the Company Law Member's postal address as shown in the English Society's register of Company Law Members (if any), or in the case of a recipient who is not a Company Law Member, to the last known postal address for that person (if any); and
  - 51.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

#### Exceptions

- 51.8 Copies of the English Society's annual accounts and reports need not be sent to a person for whom the English Society does not have a current Address.
- 51.9 Notices of General Meetings need not be sent to a Company Law Member who does not register an Address with the English Society, or who registers only a postal address outside the United Kingdom, or to a Company Law Member for whom the English Society does not have a current Address.

#### 52. Communications to the English Society

The provisions of the Companies Acts shall apply to communications to the English Society.



53. Company Secretary

A Company Secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Company Secretary:

- 53.1 anything authorised or required to be given or sent to, or served on, the English Society by being sent to the Company Secretary may be given or sent to, or served on, the English Society itself, and if addressed to the Company Secretary shall be treated as addressed to the English Society; and
- 53.2 anything else required or authorised to be done by or to the Company Secretary of the English Society may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

54. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

55. Minutes

The Trustees must ensure minutes are made:

- 55.1 of all appointments of officers made by the Trustees;
- 55.2 of all resolutions of the English Society and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and
- 55.3 of all proceedings at meetings of the English Society and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Company Law Member or Trustee of the English Society, be sufficient evidence of the proceedings.

56. Records and accounts

- 56.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a Company Law Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

- 56.1.1 annual reports;
- 56.1.2 annual returns; and
- 56.1.3 annual statements of account.

56.2 Except as provided by law or authorised by the Trustees or an ordinary resolution of the English Society, no person is entitled to inspect any of the English Society's accounting or other records or Documents merely by virtue of being a Company Law Member.

57. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

## WINDING UP

58. Winding up

58.1 At any time before, and in expectation of, the winding up or dissolution of the English Society, the Company Law Members of the English Society or, subject to any resolution of the Company Law Members, the Trustees, may resolve that any net assets of the English Society after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the English Society be applied or transferred to The Theosophical Society subject to the condition that The Theosophical Society may use such assets only for the Charitable Objects of the English Society within England; or (if The Theosophical Society no longer exists or declines to receive the assets on this condition) then

58.1.1 directly for the Charitable Objects of the English Society; or

58.1.2 to any institution or institutions which is or are regarded as charitable under the law of England and Wales:

(a) for purposes similar to the objects of the English Society; or

(b) for use for particular purposes that fall within the Charitable Objects of the English Society.

58.2 In no circumstances shall the net assets of the English Society be paid to or distributed among the Company Law Members of the English Society under this Article 58 (except to one or more Company Law Member(s) which are themselves institution(s) chosen to benefit under this Article 58).

58.3 If no resolution is passed in accordance with Article 58.1 the net assets of the English Society shall be applied for such purposes regarded as charitable under the law of England and Wales as are directed by the Charity Commission.

## INTERPRETATION, DEFINED TERMS

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Address means a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means.

Annual General Meeting means the annual general meeting of the English Society.

Articles means the English Society's articles of association.

Attached Member means an English Society Member who belongs to a Lodge/Branch or Centre.

Board means the Board of Trustees of the English Society.

Centres means a group of English Society Members formed in accordance with Article 32.9.

Charitable Objects means the objects of the English Society set out in Article 2.

Circulation Date means in relation to a written resolution, has the meaning given to it in the Companies Acts.

Classical Objects has the meaning given in the Preamble, on page 2 of these Articles.

Clear Days means in relation to the period of a notice, complete days, not including:

the day on which the period begins; or

the day for which the notice is received.

Companies Acts means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the English Society.

Company Law Member means a member of the company in accordance with the Companies Acts.

Company Secretary means the company secretary of the English Society appointed in accordance with Article 53.

Connected means any person falling within one of the following categories:

- (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or
- (b) the spouse or civil partner of any person in (a); or
- (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or

- (d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital.

Convention means a meeting of all members of the English Society.

Co-opted Trustee means a trustee who is appointed in accordance with Article 26.5.

Document includes the meaning summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form.

Elected Trustee means a trustee who is appointed in accordance with Article 26.2 and who is not a National Officer.

Electronic Form and Electronic Means have the meanings respectively given to them in Section 1168 of the Companies Act 2006.

English Society means The Theosophical Society in England.

English Society Member means an Attached Member or an Unattached Member admitted in accordance with Article 31.

Federation means any combination of Lodges/Branches and/or Centres and Unattached Members.

Financial Expert means an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000.

General Meeting means a meeting of the Company Law Members, which includes Annual General Meetings.

Hard Copy and Hard Copy Form have the meanings respectively given to them in the Companies Act 2006.

International President means the president of The Theosophical Society.

Lodge/Branch means a group of English Society Members formed in accordance with Article 32.7.

National Councillor means an English Society Member who is elected to be a Company Law Member in accordance with Article 30.

National Officers means the National President, the National Treasurer and the National Secretary.

National President means the president of the English Society as set out in the Rules.

National Secretary means the secretary of the English Society as set out in the Rules.

National Treasurer means the treasurer of the English Society as set out in the Rules.

Proxy Notice has the meaning given in Article 48.

Proxy Notification Address has the meaning given in Article 49.

Public Holiday means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered.

Rules means the rules which govern the operation of the English Society, as amended from time to time.

Rules Committee means any committee with power to advise the Trustees in relation to the Articles and the Rules established in accordance with Article 11.3.

Company Secretary means the company secretary of the English Society.

Subsidiary Company means any company in which the English Society holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company.

The Theosophical Society means the society founded in New York, USA on 17 November 1875, by Helena Petrovna Blavatsky, Henry Steel Olcott, William Quan Judge and others and incorporated under the laws of British India on 3 April 1905, with its Headquarters at Adyar, India, otherwise known as The Theosophical Society (Adyar).

Theosophy, see Appendix.

Trustee means a director of the English Society, and includes any person occupying the position of director, by whatever name called including National Officer, Elected Trustee and Co-opted Trustee.

Unattached Member means an English Society Member who does not belong to a Lodge/Branch or Centre.

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.

2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the English Society.

## Annexure 1 THEOSOPHY

The Theosophical Society, while reserving for each member full freedom to interpret those teachings known as Theosophy, is dedicated to preserving and realising the ageless wisdom, which embodies both a world view and a vision of human self-transformation.

The Theosophical tradition is founded upon certain fundamental propositions:

- (i) The universe and all that exists within it are one interrelated and interdependent whole.
- (ii) Every existent being – from atom to galaxy – is rooted in the same universal, life creating Reality. This Reality is all-pervasive, but it can never be summed up in its parts, since it transcends all its expressions. It reveals itself in the purposeful, ordered and meaningful processes of nature as well as in the deepest recesses of the mind and spirit.
- (iii) Recognition of the unique value of every living being expresses itself in reverence for life, compassion for all, sympathy with the need of individuals to find truth for themselves, and respect for every religious tradition. The ways in which these ideals become realities in individual life are both the privileged choice and the responsible act of every human being.
- (iv) Central to the concerns of Theosophy is the desire to promote understanding and fellowship among people of all races, nationalities, philosophies and religions. Therefore, all people, whatever their race, religious affiliation or gender, are invited to participate equally in the life and work of the English Society. The Theosophical Society imposes no dogmas, but points toward the source of unity beyond all differences. Devotion to truth, love for all living beings, and a commitment to a life of active altruism are the marks of a true Theosophist.

This appendix reproduces the Theosophical Worldview Statement created by the educational committee of the Theosophical Society of America by John Algeo, Renee Webber, Emily Sellon and others under the presidency of Dora Kunz.

It should be noted that Theosophy is capitalised. This identifies it as '1875' Theosophy rather than ancient theosophy. Note too that Theosophy may well incorporate and investigate theosophy.