



THE FAVERSHAM SOCIETY

FOUNDED 1962

FLEUR DE LIS HERITAGE CENTRE

ESTABLISHED 1977

Company No. 7112241, Registered Charity No.1135262
Address 10-13 Preston Street, Faversham, Kent ME13 8NS

ARTICLES of ASSOCIATION

(Adopted 13/04/16)

THE COMPANIES ACTS 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of The Faversham Society

1 The Company's name is The Faversham Society (herein called "the Society")

2. In these articles:

"The 1985 Act" means the Companies Act 1985; "the 2006 Act" means the Companies Act 2006;

"Address" means a postal address and/or any other address advised to the Society by a member;

"Clear days" in relation to the period of a notice means a period excluding:

The day when the notice is given or deemed to be given; and the day for which it is given or on which it is to take effect;

"Commission" means the Charity Commission for England and Wales;

"Honorary Secretary" means the Secretary of the Society or any other person appointed to perform the duties of the Honorary Secretary of the Society, including a joint, assistant or deputy honorary secretary;

"Memorandum" means the memorandum of association of the Society;

"Officers" includes the Chairman, Vice-Chairmen, Honorary Secretary and Honorary Treasurer.

"Seal" means the common seal of the Society if it has one;

"Society" means the company intended to be regulated by these articles;

"Trustees" means the trustees of the Society, including the Chairman, Vice-Chairmen, Honorary Secretary and Honorary Treasurer. The trustees are charity trustees as defined by Section 177 of the Charities Act 2011;

"The United Kingdom" means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in these articles have the same meaning as in the 1985 Act or the 2006 Act but excluding any statutory modification not in force when this constitution becomes binding on the Society.

Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

The provisions of the Memorandum to the extent that they could have been contained in the Articles shall take effect as though repeated here.

3.1 The liability of the members of the Society is limited.

3.2 Every member promises, if the Society is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Society incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of

the rights of the contributories among themselves.

4. The Society's objects ("the Objects") are:

4.1 To educate and inform the public in the geography, history, natural history, and architecture of Faversham and the surrounding area.

4.2 To secure the preservation, protection, development and improvement of features of historic or public interest in Faversham and the surrounding area.

4.3 To preserve for the people of Faversham, of the surrounding area, and of the Nation, the historical, architectural and constructional heritage that may exist in and around Faversham in buildings (including any building defined in Section 336 of the Town & Country Planning Act 1990) of particular beauty or historical, architectural or constructional interest.

4.4 To promote high standards of planning and architecture in or affecting Faversham and the surrounding area.

5. In furtherance of the said objects but not otherwise the Society through its Board of Trustees shall have the following powers:

5.1 To promote research into subjects directly connected with the Objects of the Society and to publish the results of any such research.

5.2 To act as a liaison/advisory body and co-operate with the local authorities, planning committees, and all statutory authorities, voluntary organisations, charities and persons having aims similar to those of the Society.

5.3 To promote or assist in promoting activities of a charitable nature throughout the area of benefit.

5.4 To publish papers, reports and other literature in hard copy and/or electronically.

5.5 To make surveys and prepare maps and plans and collect information in relation to any place, erection or building of beauty or historic interest within Faversham and the surrounding area.

5.6 To hold meetings, lectures and exhibitions.

5.7 To educate and inform public opinion and to provide information.

5.8 To maintain and develop a Heritage Centre and Museum and other buildings and facilities in its charge in accordance with the Objects of the Society, or any other agency with a similar remit that may succeed it.

5.9 To manage and conserve a Museum and archive collection in conformity with the requirements of the Arts Council England or any other agency with a similar remit which may succeed it.

5.10 To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise.

5.11 To operate such commercial or trading activities as the Trustees shall think fit, provided that all proceeds of such activity shall be used for the Objects of the Society

5.12 To acquire property, by purchase, gift or otherwise, whether subject to any special trust or not.

5.13 Subject to such consents as may be required by law or agreed practices, to sell, let, mortgage, dispose of or turn to account all or any of the property or funds of the Society as shall be necessary.

5.14 Subject to such consents as may be required by law, to borrow or raise money for the purposes of the Society on such terms and on such security as the Trustees shall think fit.

5.15 To do all such other lawful things as are necessary for the attainment of the said purposes.

6.1 In addition to any other powers it may have, the Society has the following powers in order to further the Objects (but not for any other purpose):

(a) to raise funds;

(b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with section 117 of the Charities Act 2011.

(d) to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed. The Society must comply as appropriate with sections 124, 125 and 126 of the Charities Act 2011, if it wishes to mortgage land;

(e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(g) to acquire, merge with, or to enter into any partnership or joint venture arrangement with any other Society formed for any of the Objects, subject to the approval of a properly constituted General Meeting.

(h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(i) to employ and remunerate such staff as may be necessary for carrying out the work of the Society. The Society may employ or remunerate a Trustee only to the extent it is permitted to do so by sub-clause 6.8 and provided it complies with the conditions in that clause;

(j) to:

(i) deposit or invest funds;

(ii) employ a professional fund-manager; and

(iii) arrange for the investments or other property of the Society to be held in the name of nominee; in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(k) to provide indemnity insurance for the Trustees or any other officer of the Society in relation to any such liability as is mentioned in sub clause 6.2, but subject to the restrictions specified in sub clause 6.3;

(l) to pay out of the funds of the Society the costs of forming and registering the Society both as a company and as a charity;

(m) to do all such other lawful things as are necessary for the achievement of the Objects.

6.2 The liabilities referred to in sub-clause 6.1 (k) are:

(a) any liability that by virtue of any rule of law would otherwise attach to a Trustee of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Society;

(b) the liability to make a contribution to the Society's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

6.3(a) The following liabilities are excluded from sub-clause 6.2 (a):

- (i) fines;
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
- (iii) liabilities to the Society that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Society or about which the person concerned did not care whether it was in the best interests of the Society.
- (iv) Liabilities arising from acting ultra vires the Society or without the requisite authority

(b) There is excluded from sub-clause 6.2(b) any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Society (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Society would avoid going into insolvent liquidation.

6.4 The income, profits and property of the Society shall be applied solely towards the promotion of the Objects.

6.5 Notwithstanding clause 6.4 a Trustee:-

(a) is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.

(b) subject to the restrictions in sub-clause 6.2, may benefit from trustee indemnity insurance cover purchased at the Society's expense.

(c) may receive an indemnity from the Society in the circumstances specified in Article 36.

6.6 Notwithstanding clause 6.4 a member who is not also a Trustee may receive:

(a) a benefit from the Society in the capacity of a beneficiary of the Society;

(b) reasonable and proper remuneration for any goods or services supplied to the Society.

6.7 No Trustee may:

(a) buy any goods or services from the Society at a lower price than they have been made available to other members of the Society for a reasonable period of time

(b) sell goods, services, or any interest in land to the Society or be employed by, or receive any remuneration from the Society, other than as defined in clause 6.8a ii;

(c) receive any other financial benefit from the Society unless:

(i) the payment is permitted by sub-clause 6.8 of this clause, does not exceed an amount that is reasonable in all the circumstances, and does not result in a majority of the Trustees having received a financial benefit from the Society; or

(ii) the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

6.8(a) (i) A Trustee may receive a benefit from the Society in the capacity of a beneficiary of the Society

(ii) A Trustee may enter into a contract for the supply of goods or services to the Society where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.

(iii) A Trustee may receive interest on money lent to the Society at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Trustees.

(iv) A company of which a Trustee is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Trustee holds no more than 1% of the issued capital of that company.

(v) A Trustee may receive rent for premises let by the Trustee to the Society if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Trustee shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(vi) The Trustees may arrange for the purchase, out of the funds of the Society, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act 2011.

(b) The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:

- (i) a partner;
- (ii) an employee;
- (iii) a consultant;
- (iv) a trustee;
- (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital; or
- (vi) a director

6.9 In sub-clauses 6.5 – 6.8 of this clause 6:

- (a) "Society" shall include any company in which the Society holds more than 50% of the shares;
- (b) "Trustee" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his or her partner.

6.10 (See also article 26) If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in this memorandum or the articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting;
- (c) the unconflicted Trustees consider it is in the interests of the Society to authorise the conflict of interest in the circumstances applying.

7. Members

7.1 (a) Membership shall be open to those individuals who professing support for the aims of the Society and belief in its Objects apply to the Society in the form required by the Trustees and;

7.1(b) the Trustees have approved the application, such approval not to be unreasonably withheld.

7.2 The Trustees may appoint honorary members.

7.3 Members (except honorary members) shall pay a subscription determined by the Trustees.

7.4 Membership is not transferable to anyone else.

7.5 The Trustees shall keep an up to date register of names and postal addresses and other contact details

of the members in accordance with current legislation.

7.6 It is the responsibility of members to inform the Society, in writing, of any changes to all forms of address.

Categories of Membership

8. The Trustees may propose different categories of membership and propose their respective privileges and duties and set the amounts of any subscriptions, subject to approval of members at a general meeting.

Termination of Membership

9. Membership is terminated if:

9.1 the member dies.

9.2 the member resigns by written notice to the Society unless, after the resignation, there would be less than two members.

9.3 any subscription due from the member to the Society is not paid in full within three months of it falling due whether demanded or not;

9.4 the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Society that his or her membership be terminated. A resolution to remove a member from membership may only be passed if:

(a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting.

Quorum

10 A quorum at a General Meeting is one twentieth of the total membership entitled to vote.

Annual General meetings

11.1 An annual general meeting must be held in each calendar year and not more than fifteen months may elapse between successive annual general meetings.

11.2 At an annual general meeting the members:

11.2.1 shall receive a written report, agreed by the Trustees, on the Society's activities since the previous AGM

11.2.2 shall receive the accounts of the Society for the previous financial year.

11.2.3 shall be advised of those Trustees wishing to retire and of those who are retiring at the end of their term of eligibility.

11.2.4 shall elect by ballot as Trustees those members who have expressed a willingness to serve providing that the number does not exceed 15.

11.2.5 shall elect from the trustees elected in accordance with 11.2.4 a Chairman, Vice-Chairmen, Honorary Secretary and Honorary Treasurer.

11.2.6 shall appoint auditors for the Society (unless it is entitled to exemption from audit and the Trustees

wish to make use of that exemption)

11.2.7 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Society; and

11.2.8 shall discuss any issues of policy or deal with any other business put before them.

11.3. Nominations for election as Chairman, Honorary Secretary, Honorary Treasurer, and other Trustees shall be made at least 21 days before the Annual General Meeting. They shall be in writing, and supported by a seconder, and the nominee, proposer and seconder shall all have been members of the Society for at least 3 months. The written consent of the proposed nominee shall first have been obtained. If the nominations exceed the number of vacancies, a ballot shall take place at the meeting.

11.3.1 The election as Chairman, Honorary Secretary and Honorary Treasurer shall be conducted by the President or in his/her absence by a member proposed and elected by the meeting.

General Meetings

12.1 Members may request a general meeting by means of a petition to the Board of Trustees signed by 5% of the fully subscribed membership.

12.2 No member shall have power to vote at a general meeting if he or she has not been a member for at least three months.

12.3 The minimum periods of notice required to hold a general meeting of the Society are:

(a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;

(b) fourteen clear days for all other general meetings.

12.4 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 per cent of the total voting rights.

12.5 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

12.6 The notice must be given to all the members and to the Trustees and auditors.

13. Proceedings at a General Meeting

13.1 The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

13.2 No business shall be transacted at any general meeting unless a quorum is present.

13.3 The general meeting shall be adjourned to such time and place as the Trustees shall determine if:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the Trustees shall determine.

13.4 The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting, stating the date, time and place of the meeting.

13.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person at that time shall constitute the quorum for that meeting.

13.6 General meetings shall be chaired by the Chairman of the Society, or if he or she is absent, by a Vice-Chairman, or in the absence of The Chairman and Vice Chairmen by some other Trustee elected by the Trustees present.

13.7 The Chair at general meetings shall have a second or casting vote.

13.8 The members present in person at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

13.9 The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

13.10 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

13.11 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

13.12 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by:

(a) the person chairing the meeting; or

(b) at least two members present in person and having the right to vote at the meeting;

13.13 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

13.14 The result of the vote must be recorded in the minutes of the Society but the number or proportion of votes cast need not be recorded.

13.15 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

13.16 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

Written resolutions

14. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement.

Votes of members

15.a Subject to Article 8 every member shall have one vote.

16. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

Trustees

17.1 A Trustee must be a natural person aged 18 years or older.

17.2 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 21.

17.3 The number of Trustees shall be not less than five and shall not be greater than fifteen

17.4 A Trustee may not appoint a substitute Trustee or anyone to act on his or her behalf at meetings of the Trustees.

Powers of Trustees

18.1 The Trustees shall manage the affairs of the Society and may exercise all the powers of the Society unless they are subject to any restrictions imposed by the 1985 Act or the 2006 Act, the Memorandum, these Articles or any special resolution.

18.2 No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

18.3 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

Retirement and Election of Trustees

19.1 The retirement of Trustees shall take effect upon the conclusion of the appropriate Annual General Meeting.

19.2 Any retiring trustee may stand for re-election.

19.3 Any fully subscribed member may be nominated to contest the position of trustee in accordance with Article 11.3. Where this occurs selection must be decided by ballot.

19.4 A Trustee elected under this Article shall retire at the conclusion of the third Annual General Meeting after the Meeting at which they were elected.

Co-option of Trustees

20.1 To fill a vacancy in their number the Trustees may at any time co-opt as a Trustee any member willing to serve in this capacity.

20.2 The number of co-opted trustees must not exceed two at any time.

20.3 A Trustee appointed under this Article shall retire at the conclusion of the first Annual General Meeting after their appointment

Disqualification and removal of Trustees

21 A Trustee shall cease to hold office if he or she:

21.1 is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 or is removed as a Trustee in accordance with Section 168 of the Companies Act 2006 (or any statutory re-enactment or modification of those provision);

21.3 ceases to be a member of the Society;

21.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

21.5 is absent without the permission of the Trustees from 50% of the Board of Trustee meetings, held within the Society's year, and the Trustees resolve that his or her office be vacated.

Proceedings of Trustees

22.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.

22.2 Trustees' meetings shall be chaired by the Chairman of the Society, or if he or she is absent, by a Vice-Chairman, or in the absence of the Chairman and Vice-Chairmen by some other Trustee elected by the Trustees present.

22.3 The Chair at Trustees' meetings shall have a second or casting vote.

22.4 Questions arising at a meeting shall be decided by a majority of votes.

23.1(a) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.

(b) The quorum shall be five.

(c) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote. (in accordance with Article 26.)

24 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

Delegation

25.1 The Trustees may delegate specific functions to individuals or Committees. The terms of any delegation must be recorded.

25.2 A Trustee may attend a meeting of Committee of which he/she is not a member but may not vote thereat. The presence of a such a Trustee shall not be sufficient to make the meeting of the Committee quorate if otherwise it would not have been.

25.3 The Trustees may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee to which they delegate;

(b) no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Trustees.

25.4 The Trustees may revoke or alter a delegation.

25.5 Every Committee shall keep Minutes of its proceedings, including the names of Trustees and members present, the decisions made at the meetings and, where appropriate, the reasons for the decisions.

25.6 All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

25.7 The Trustees may appoint honorary and or remunerated officers to be responsible (subject to their

instructions and those of the Committees they appoint), for the administration of specific Society activities.

Trustees' duty to declare interests

26. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest including but not limited to any personal financial interest.

27.1 Subject to paragraph 27.2, all acts done by a meeting of Trustees, or of a Committee to which it has delegated functions and powers, shall be valid notwithstanding the participation in any vote of a Trustee:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; if without:

(d) the vote of that Trustee; and

(e) that Trustee being counted in the quorum; the decision has been made by a majority of the Trustees at a quorate meeting.

27.2 Paragraph 27.1 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a Committee if, but for paragraph 27.1, the resolution would have been void, or if the Trustee has not complied with article 26.

Seal

28 If the Society has a seal it must only be used by the authority of the Trustees. The Trustees shall determine and make a record of which trustee shall sign any instrument to which the seal is affixed.

Minutes

29 The Trustees must keep minutes of all:

29.1 appointments of honorary officers made by the Trustees;

29.2 proceedings at meetings of the Society;

29.3 meetings of the Trustees and committees of Trustees including the names of the Trustees present at the meeting; the decisions made at the meetings; and where appropriate the reasons for the decisions, for administration of specific Society activities.

Accounts

30.1 The Trustees must prepare accounts for each financial year as required by the 2006 Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

30.2 The Trustees must keep accounting records as required by the 2006 Act.

Annual Report and Return and Register of Charities

31.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to:

- (a) the transmission of the statements of account to the Society;
- (b) the preparation of an Annual Report and its transmission to the Commission;

31.2 The Trustees must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

32. Any notice to be given to or by any person pursuant to the articles:

32.1 must be in writing; or

32.2 must be given using electronic communications.

33.1 The Society may give any notice to a member either:

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or

(c) by leaving it at the address of the member; or

(d) by sending it to the member's email address.

33.2 A member who does not register an address with the Society shall not be entitled to receive any notice from the Society.

34 A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.

35.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

35.2 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

35.3 A notice shall be deemed to be given:

(a) 96 hours after the envelope containing it was posted; or

(b) in the case of an electronic communication, 24 hours after it was sent.

Indemnity

36 The Society may indemnify any Trustee or other officer of the Society against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act.

Rules

37.1 The Trustees must make and from time to time review such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Society. Any such rules and bye laws shall be available for inspection at all reasonable times.

37.2 The bye laws may regulate the following matters but are not restricted to them:

- (a) The admission of members of the Society and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Society in relation to one another, and to the Society's employees, volunteers and all persons acting on behalf of the Society;
- (c) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Act or by these Articles;
- (e) Generally, all such matters as are commonly the subject matter of company rules.

37.3 The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Society.

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

Dissolution

38.1 The members of the Society may at any time before, and in expectation of, its dissolution resolve, at a General Meeting, that any net assets of the Society after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Society be applied or transferred in any of the following ways:

- a) directly for the Objects; or
- b) by transfer to any charity or charities for purposes similar to the Objects; or
- c) to any charity for use for particular purposes that fall within the Objects.

39.1 Subject to any such resolution of the members of the Society, the Trustees of the Society may at any time before and in expectation of its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Society be applied or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

39.2 In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society (except to a member that is itself a charity) and if no such resolution is passed by the members or the Trustees the net assets of the Society shall be applied for charitable purposes as directed by the court or the Commission.

40. The Trustees shall review these Articles no less than every five years and, with the exception of those regulated alterations that require the Charity Commission's approval, propose amendments to those that are required to ensure the Society's continuing effectiveness.

ENDS