

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



ARTICLES OF ASSOCIATION
OF
THE SOUTHDOWN SHEEP SOCIETY
(Registered number: 35585)

Adopted by special resolution dated September 19th 2020

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—

"**Annual Member**" means any individual or company who is admitted to annual membership of the Society;

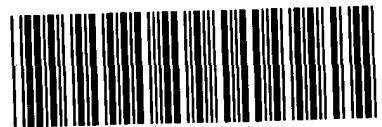
"**articles**" means these articles of association (as amended from time to time);

"**Council**" means the council of the Society;

"**Council Member**" means a member of the Council from time to time;

"**document**" includes, unless otherwise specified, any document sent or supplied in electronic form;

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"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"Honorary Member" means any person elected by the Council as an honorary member in accordance with the articles;

"Life Member" means any individual admitted to life membership of the Society, or an Annual Member who has converted his membership to life membership on terms approved by the Council;

"member" has the meaning given in section 112 of the Companies Act 2006;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

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

"Secretary" means the secretary of the Society from time to time; and

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

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

OBJECTS, POWERS AND APPLICATION OF PROPERTY

Objects

2. The objects for which the Society is established ("**Objects**") are to promote for the benefit of the public the conservation, protection and improvement of the physical and natural environment by promoting biological diversity through the promotion and registration of Southdown sheep.

Powers

3. The Society has power to do anything calculated to further the Objects, or is conducive or incidental to doing so, including (without limitation) the following:

- (a) the encouragement of the breeding of Southdown sheep at home and abroad, and the maintenance of the purity of the breed;
- (b) the maintenance and publication of a flock book of recognised and pedigree sires and ewes, and of such other flock books (if any) which the Council may think fit, and the annual registration of the pedigrees of such sheep as are proved to the satisfaction of the Council to be eligible for entry;
- (c) the periodical compilation and publication of information connected with the breed such as particulars relating to shows and sales and such other general

information in relation to the breeding and management of sheep and to sheep farming as the Council may think fit;

(d) the arrangement of classes and the donation or augmentation of prizes and awards of such prizes and certificates of merit at various shows, and the appointment or recommendation of judges at such shows;

(e) the investigation of cases of doubtful and suspected pedigrees;

(f) the undertaking of the arbitration upon, and settlement of, disputes and questions relating to or connected with Southdown sheep or the breeding of Southdown sheep; and

(g) such other powers which are incidental or ancillary to the attainment of the Objects.

Application of income and property

4. The income and property of the Society shall be applied solely towards the promotion of the Objects.

5. None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a Council Member receiving reasonable and proper remuneration for any goods or services supplied to the Society.

6. Subject in each case to the other provisions of these articles (including, without limitation, articles 4 and 5):

(a) a Council Member is not entitled to remuneration for their services to the Society as a Council Member (although they may be entitled to receive payment for other services which they undertake for the Society at the Council's reasonable discretion);

(b) a Council Member is entitled to be reimbursed from the property of the Society reasonable expenses properly incurred by him or when acting on behalf of the Society;

(c) a Council Member may receive an indemnity from the Society, or benefit from indemnity insurance cover purchased at the Society's expense.

LIABILITY OF MEMBERS

Liability of members

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

(a) payment of the Society's debts and liabilities contracted before he ceases to be a member, and

(b) payment of the costs, charges and expenses of winding up.

COUNCIL MEMBERS

COUNCIL MEMBERS' POWERS AND RESPONSIBILITIES

Council Members' authority

8.—(1) Subject to the articles, the Council Members are responsible for the management of the Society's business, for which purpose they may exercise all the powers of the Society.

(2) Without prejudice to the foregoing provision of this article, the Council shall be entrusted with and perform the following powers and duties:

- (a) to admit and register members of the Society;
 - (i) Council Members may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.
 - (ii) Council Members must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (iii) Council Members must consider any written representations the applicant may make about the decision. The Council's decision following any written representations must be notified to the applicant in writing, but shall be final.
- (b) to receive contributions, gifts or subscriptions yearly or otherwise from persons wishing to aid the objects of the Society but without admitting such persons as members;
- (c) to fix the amount and frequency of any subscriptions payable by members and to make, amend and revoke from time to time bye-laws, rules and regulations to be observed by members for the government and work of the Society, and for shows held by or in connection therewith;
- (d) to impose such reasonable fines or penalties (including expulsion of the member from membership of the Society, suspension of the right to vote or any other of the rights or privileges generally conferred on members) for breach of the articles or any bye-laws, rules or regulations made by the Council pursuant to the articles as they think proper, provided that no fine shall exceed the sum of £20,000;
- (e) to make such regulations as to the entry and registration of sheep in the flock book as they think proper;
- (f) to establish and support regional groups to run local social and instructional events with a view to promoting the Society's objects; and
- (g) to dispose of the funds of the Society for the promotion of the Society's objects, and to pay the costs, charges and expenses incidental to the promotion and operation of the Society.

(3) Each Council Member shall be a director of the Society for the purposes of the Companies Act 2006 and otherwise, and accordingly each Council Member shall be subject to all the duties imposed upon directors pursuant to the Companies Act 2006.

(4) Each Council member shall be a Charity trustee of the Society and must abide by the law relating to Charity functions and take account of guidance issued by the Charity Commission.

Members' reserve power

9.—(1) The members may, by special resolution, direct the Council to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the Council Members have done before the passing of the resolution.

Council Members may delegate

10.—Subject to the articles, the Council may delegate any of the powers which are conferred on them under the articles to a committee of the Council on such terms as they may reasonably decide. The Council may revoke any such delegation in whole or part, or alter its terms and conditions.

Committees

11.—(1) Committees to which the Council delegates any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by the Council.

(2) The Council may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY THE COUNCIL

Council Members to take decisions collectively

12.— Any decision of the Council must be either a majority decision of the Council Members at a meeting or a decision taken in accordance with article 13.

Unanimous decisions

13.—(1) A decision of the Council is taken in accordance with this article when all eligible Council Members indicate to each other by any means that they share a common view on a matter.

(2) Decisions of the Council may take the form of a resolution in writing, copies of which have been signed by each eligible Council Member or to which each eligible Council Member has otherwise indicated agreement in writing.

(3) References in this article to eligible Council Members are to Council Members who would have been entitled to vote on the matter had it been proposed as a resolution at a Council meeting.

(4) A decision may not be taken in accordance with this article if the eligible Council Members would not have formed a quorum at such a meeting.

Calling a Council meeting

14.—(1) Any Council Member may call a Council Members' meeting by giving notice of the meeting to the Council Members or by authorising the Secretary to give such notice.

(2) Notice of any Council meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that Council Members 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.

(3) Notice of a Council meeting must be given to each Council Member, but need not be in writing.

(4) At least 21 days' notice must be given of each Council meeting. Notice of a Council meeting need not be given to Council Members who waive their entitlement to notice of that meeting, by giving notice to that effect to the Society not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in Council meetings

15.—(1) Subject to the articles, Council Members participate in a Council meeting when—

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether Council Members are participating in a Council meeting, it is irrelevant where any Council Member is or how they communicate with each other.

(3) If all the Council Members 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.

Quorum for Council meetings

16.—(1) At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for Council Members' meetings may be fixed from time to time by a decision of the Council Members, but unless otherwise fixed it is five.

(3) If the total number of Council Members for the time being is less than the quorum required, the Council Members must not take any decision other than a decision—

(a) to appoint further Council Members, or

(b) to call a general meeting so as to enable the members to appoint further Council Members.

Chairing of Council meetings

17.—(1) The Council Members may nominate one of their number to chair their meetings, and another Council Member to chair meetings in his or her absence. Such nominations shall be made in accordance with article 23(4) or in such other manner and/or at such other time as the Council may from time to time resolve.

(2) The persons so nominated for the time being are known as the Chairman and Vice-Chairman respectively.

(3) If no Chairman or Vice-Chairman has been nominated or neither of them is present within fifteen minutes of the time at which the meeting was to start, the participating Council Members must appoint one of themselves to chair it.

Casting vote

18. If the numbers of votes for and against a proposal are equal, the Chairman, Vice-Chairman or other Council Member chairing the meeting (as applicable) has a casting vote.

Declaration of Council Members' interests

19. A Council Member 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 charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A Council Member must absent himself or herself from any discussions of the Council Members in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests and conflicts of loyalties

20. (1) If a conflict of interests arises for a Council Member 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 the articles, the unconflicted Council Members may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted Council Member 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 Council Member does not vote on any such matter and is not to be counted when considering whether a quorum of Council Members is present at the meeting; and

(c) the unconflicted Council Members consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Council Member or to a connected person.

Records of decisions to be kept

21. The Council must ensure that the Society keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Council.

Council Members' discretion to make further rules

22. Subject to the articles, the Council may make any rule which they think fit about how the Council takes decisions, and about how such rules are to be recorded or communicated to Council Members.

APPOINTMENT OF COUNCIL MEMBERS

Appointment of Council Members

23.—(1) The Council shall consist of such number of Council Members as the Council shall decide from time to time provided that such number shall be not less than twelve nor more than eighteen.

(2) Any member who has been a member for two consecutive years and is aged eighteen years or over shall be eligible for election as a Council Member and no Council Member shall be required to vacate his or her office by reason of attaining the age of 70 or any other age. Any Council member who has served for four consecutive terms shall be required to vacate his or her office and shall not be eligible for election until one further year has passed. For the purposes of this Article the terms of service shall commence from the first election after the Article is adopted.

(3) The following shall be ex officio members of the Council, if not elected Council Members: the President, the President-Elect, and the Honorary Treasurer. The President, President Elect and Honorary Treasurer shall be appointed by the Council at a meeting prior to the annual general meeting in each year and they shall hold office

from the conclusion of that annual general meeting until the conclusion of the next annual general meeting when they shall retire, but shall then be eligible for re-appointment. No Vice President shall be a member of the Council unless elected as a Council Member.

(4) The Chairman and Vice-Chairman shall be nominated by the Council at their meeting immediately following the annual general meeting every other year and they shall hold office until the first Council meeting following the next but one annual general meeting when they shall retire, but shall then be eligible for re-appointment. On completing three consecutive terms in office the Chairman and Vice-Chairman will not be eligible for re-appointment until two further years have passed.

(5) At each annual general meeting one third of the elected members of the Council, or, if their number is not a multiple of three, the number nearest to, but not exceeding one third shall retire from office and be eligible for re-election. The one third, or other nearest number to retire, shall be those who have been longest in office. As between two or more Council Members who have been in office an equal length of time, the Council Member or members to retire shall, in the absence of agreement between them, be determined by ballot of the members on such terms and subject to such rules as the Council shall decide, acting reasonably and fairly as between each candidate. The length of time a member has been in office shall be computed from his most recent election or appointment. A retiring member shall be eligible for re-election and shall act as a Council Member throughout the meeting at which he retires.

(6) At each annual general meeting, the members present shall elect by ballot such number of Council Members as may be required to replace the elected Council Members who are retiring at such annual general meeting. Alternatively, the Council may determine that the election of Council Members shall be determined by postal ballot of the members, on such terms and subject to such rules as the Council shall decide, acting reasonably and fairly as between each candidate. The Council may require proxy notices and postal votes to be delivered in a particular form and may specify different forms for different purposes.

(7) The Council may co-opt up to three additional members of the Council who must be members of the Society, who will remain on the Council only until the next annual general meeting.

(8) The Council may fill any vacancy amongst the Council or the officers of the Society between one annual general meeting and the next, and the Council Members or officers so appointed shall retire at the succeeding annual general meeting, but shall then be eligible for re-election.

Termination of Council Member's appointment

24. A person ceases to be a Council Member as soon as—

(a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

(b) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or

- (c) notification is received by the Society from the Council Member that the Council Member is resigning from office, and such resignation has taken effect in accordance with its terms;
- (d) on completion of the disciplinary procedure if the Council decision is the individual's expulsion from membership of Council;
- (e) that person completes four consecutive terms of office as a Council Member.

Council Members' remuneration

25.—(1) Council Members may undertake any services for the Society that the Council decides.

(2) Save as provided in article 6 and the following provisions of this article 25, Council Members are not entitled to receive remuneration for their services to the Society.

(3) The Secretary from time to time, provided that he or she has not been elected as a Council Member, may be remunerated for their services as Secretary and in respect of his or her duties in relation to the administration of the Society, as the Council may reasonably decide.

Council Members' expenses

26. Subject to such reasonable policy as the Council may adopt from time to time, the Society may pay any reasonable expenses which the Council Members properly incur in connection with their attendance at—

- (a) meetings of Council Members or committees of Council Members,
- (b) general meetings, or
- (c) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Society.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Classes of membership

27.—(1) Every member shall be a Life Member, an Annual Member or an Honorary Member.

(2) Annual Members may become Life Members upon such terms as the Council may from time to time decide.

(3) Groups of two or more individuals may, at the discretion of the Council, be designated as joint Annual Members ("Joint Members"). Joint Members shall together count as one member for the purposes of determining a quorum and for voting purposes.

(4) The Council shall be empowered to create new classes of membership from time to time, and to designate the rights and benefits to which members of any such class shall be entitled, and the applicable membership fee.

Corporate members

28.— Each corporate member shall upon becoming a member, by notice in writing to the Secretary, nominate an individual to represent it and vote on its behalf at general meetings. A corporate member may remove and replace any such representative by notice in writing to the Secretary, and such notice shall be deemed to take effect seven days after receipt of such notice by the Council. Any representative appointed by a corporate member from time to time shall be regarded as the relevant corporation's authorised representative for the purposes of section 323 of the Companies Act 2006.

Entrance and subscription fees

29.—(1) All Annual Members and Life Members shall pay an entrance fee on becoming members of the Society. In addition to the entrance fee, Life Members shall pay a one-off life subscription fee and Annual Members shall pay an annual subscription fee. Each Annual Member shall pay their annual membership in advance by no later than the first day of January in each year, unless he has given written notice to the Secretary before that date of his intention to resign as a member.

(2) Joint Members shall pay one annual membership fee between them, or such other fee as the Council shall decide from time to time.

(3) All entrance fees and subscription fees shall be determined from time to time by the Council.

Honorary Membership

30.— The Council may from time to time appoint and remove as an Honorary Member any person as it sees fit. Honorary Members shall not be required to pay an entrance fee or other subscription fee. Honorary Members shall be entitled to receive notice of and attend general meetings (but shall not be entitled to vote) and shall be entitled to such other rights and privileges as the Council shall from time to time decide.

Termination of membership

34.—Membership is terminated if:

(1) the member dies or, if it is an organisation, ceases to exist;

(2) the member resigns by written notice to the Society unless, after the resignation, there would be less than two members;

(3) any sum due from the member to the Society is not paid in full within six months of it falling due;

(4) the member is removed from membership by a resolution of the Council Members that it is in the best interests of the Society that his or her membership is 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 Council Members 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.

Continuing liability of ex-members

32.— The liability of a member who shall resign his membership or be removed from the Society to pay any entrance fee, subscription fee, fine or penalty which has become due from him prior to his withdrawal or removal shall not cease on his resignation or removal, and the Society may take such steps as shall be necessary for the recovery of such entrance fee, subscription fee, fine or penalty.

ORGANISATION OF GENERAL MEETINGS

Calling general meetings

33.—(1) The Council shall convene an annual general meeting each year, the business of which shall be to consider the accounts of the Society and the report of the Council since the preceding annual general meeting, to elect the Council for the ensuing year, and to transact all such other business as the Council thinks fit or is necessary or desirable in accordance with the articles and the Companies Act 2006.

(2) Any member may, on giving not less than one month's notice to the Secretary, submit any resolution for consideration at such annual general meeting.

(3) A general meeting (other than the annual general meeting) may be convened at any time by the Council, and shall be convened by the Council whenever a requisition signed by not less than ten members of the Society, and stating generally the object of such meeting, is served on the Secretary. If the Council shall not have convened a general meeting within 21 days after the service of such requisition, the requisitionists or any ten members of the Society may convene a general meeting in accordance with the requisition.

(4) A general meeting of the Society (other than an adjourned meeting) must be called by notice of—

(a) in the case of an annual general meeting, at least 21 days, and

(b) in any other case, at least 14 days.

(5) A general meeting shall be held at such place as the Council or the requisitionists (as the case may be) shall appoint.

Attendance and speaking at general meetings

34.—(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.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) 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.

(3) The Council may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

Quorum for general meetings

35.—(1) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

(2) A quorum shall be ten members if the number of members of the Society at the time of such meeting shall be 100 or less, and one for every 20 members if the number of members of the Society exceeds 100 (subject always to a minimum of 10 members).

Chairing general meetings

36.—(1) The President, or in his absence or if there is no President, the Chairman, or in his absence or if there is no Chairman the Vice-Chairman shall chair general meetings if present and willing to do so.

(2) If there is no President, Chairman or Vice-Chairman holding office, or none of them is present and willing to chair the meeting within fifteen minutes of the time at which a meeting was due to start, the meeting must appoint a Council Member or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by Council Members and non-members

37.—(1) Council Members may attend and speak at general meetings.

(2) The chairman of the meeting may permit other persons who are not members of the Society to attend and speak at a general meeting.

Adjournment

38.—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if the meeting consents to an adjournment, and the chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must—

(a) 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 Council, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Society must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the Society's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) 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

Voting: general

39.—(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.

(2) Subject to article 27(3), every member shall have one vote, save that no member whose subscription is in arrears or who owes any other money to the Society shall be entitled to exercise his vote or take part in any general meeting of the Society.

(3) A poll may be demanded by five or more members, and if so demanded it shall be taken immediately in such manner as the chairman directs.

(4) In the case of an equality of votes at any general meeting the chairman shall not be entitled to a casting vote.

Errors and disputes

40.—(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.

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Amendments to resolutions

41.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

42.—(1) Subject to the articles, anything sent or supplied by or to the Society under the articles 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 or to the Society.

(2) Subject to the articles, any notice or document to be sent or supplied to a Council Member in connection with the taking of decisions by the Council may also be sent or supplied by the means by which that Council Member has asked to be sent or supplied with such notices or documents for the time being.

No right to inspect accounts and other records

43. Except as provided by law or authorised by the Council or an ordinary resolution of the Society, no person is entitled to inspect any of the Society's accounting or other records or documents merely by virtue of being a member.

COUNCIL MEMBERS' INDEMNITY AND INSURANCE

Indemnity

44.—(1) Subject to paragraph (2), a Council Member or former Council Member shall be indemnified out of the Society's assets against—

(a) any liability incurred by that Council Member or former Council Member in connection with any negligence, default, breach of duty or breach of trust in relation to the Society, and

(b) any other liability incurred by that Council Member or former Council Member as an officer of the Society.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law.

Insurance

45. The Council Members may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of a Council Member or former Council Member in respect of any loss or liability which has been or may be incurred by such Council Member or former Council Member in connection with his duties or powers in relation to the Society.

UPDATE OF ARTICLES OF ASSOCIATION

The current Articles of Association of the Society were adopted at the AGM in 2013. The Council are now proposing a series of changes with the aim of improving the governance of the Society and dealing with certain important matters missing from the current version.

Wherever possible the new wording has been taken from the Charity Commission's Model Articles of Association for Charitable Companies.

The changes proposed are shown on the version entitled '2020 Articles of Association – proposed update' with wording to be deleted shown as struck through and additional text highlighted.

The Council commend the revised Articles to the membership.

Approval of applications for membership.

The Council currently have the power to admit and register members of the Society, but no power to reject applications. The amendment to Article 8 (2)(a) uses Charity Commission model text to introduce this power and control how it is exercised.

Disciplinary powers.

Article 8(2)(d) gives the Council the power to impose fines and other penalties for breaches of the Articles or other bye laws, rules or regulations, but there is currently no power to expel a member in the event of a serious breach. The new Article 31 introduces this power with control over how it is exercised, using Charity Commission model text. There is also a consequential amendment to Article 8(2)(d).

Charity status.

The Society is a registered charity, and the new text at Article 8(4) is to make clear the responsibilities this places on Council members.

Conflicts of Interest.

The current Article 19 is not the easiest to understand and does not cover the full range of possible conflicts. It is, therefore, proposed to replace it with the Charity Commission's model wording on Declarations of Interest (Article 19) and Conflicts of interests and conflicts of loyalties (Article 20). As a result of replacing one Article with two all subsequent Articles are renumbered, affecting some cross referencing elsewhere within the text.

elsewhere within the text.
with two sub-paragraphs, Articles are renumbered, affecting some cross referencing
interests and conflicts of loyalties (Article 50) As a result of relocating one Article
Commission's model working on Declaration of Interest (Article 18) and Conflicts of
single of business conflicts. It is therefore proposed to replace it with the Charita.
The current Article 18 is not the easiest to understand and does not cover the full
Conflicts of Interest.

the responsibilities the process of Council members.

The Society is a registered charity and the new text at Article 8(4) is to make clear
Charity status.

8(5)(b).

Commission model text. There is also a consequential amendment to Article
introduces this power with control over how it is exercised, being Charity
no power to exclude a member in the event of a serious breach. The new Article 31
prescribes of the Articles of charity law rules or regulations but there is currently
Article 8(5)(b) gives the Council the power to impose fines and other penalties for
Disciplinary powers.

Commission model text to introduce this power and control how it is exercised
but no power to reject applications. The amendment to Article 8 (5)(a) uses Charity
The Council currently have the power to admit and register members of the Society
Approval of applications for membership.

The Council amend the revised Article to the membership.

and additional text highlighted.

Association – proposed model, with wording to be deleted and/or as struck through.
The changes proposed are shown on the version entitled 3050 Articles of

model Articles of Association for Charity Commission.

Wherever possible the new wording has been taken from the Charity Commission's
the current version.

Governance of the Society and dealing with certain important matters arising from
The Council are now proposing a series of changes with the aim of improving the
The current Articles of Association of the Society were adopted at the AGM in 2013.

UPDATE OF ARTICLES OF ASSOCIATION

Appointment of Council Members.

A number of changes are proposed to the eligibility to serve on Council. Currently there are no limits on the age of Council members, the length of membership required before serving on Council, or the length of time a member may serve. The Council propose changes to Article 23(2) to introduce:

- 1) a requirement to have been a member for two years before serving on Council;
- 2) a minimum age of 18 for Council membership;
- 3) a maximum term of service of four, three-year terms i.e. 12 years.

The intention of the latter is to introduce more turnover in Council membership, without losing the experience of those currently serving through a rapid change. It was also recognised that there has not been a huge interest in serving on Council, with many recent elections being unopposed. There is also a consequential addition to Article 24.

Chairman and Vice-Chairman.

The Chairman and Vice-Chairman of Council are currently elected annually by the Council with no limit on length of service. Changes are proposed to Article 23(4) so that both offices are filled for a two-year period with a limit of three consecutive terms, i.e. six years. The Council believe two-year terms will improve the conduct of business and the limit of three terms will ensure turnover in these important offices.

Proxy notices and postal ballots.

An addition using Charity Commission model text is proposed to Article 23(6) to clarify the arrangements for proxy notices and postal ballots.

Termination of membership.

It is proposed to delete the existing Article and replace it with Charity Commission model text on termination. This introduces the power to expel a member (as described above) and also reduces the length of time before an outstanding debt can lead to expulsion from 12 to six months.

Disciplinary and Grievance procedures.

The Council considered whether to include arrangements for dealing with disciplinary and grievance cases in the Articles. It was concluded that this is not necessary as the current Article 8(2)(c) gives the Council the necessary powers. Work is under way to prepare such procedures which will be finalised and published later in the year.