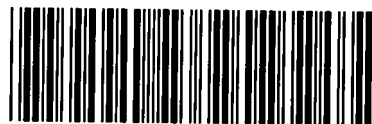


Memorandum of Association
of the
Yorkshire Archaeological and Historical Society

1. The name of the Society is the YORKSHIRE ARCHAEOLOGICAL AND HISTORICAL SOCIETY. (The Society was formerly known as the Yorkshire Archaeological Society.)
2. The Registered Office of the Society will be situate in England.
3. The objects for which the Society is established are:-
 - (a) The taking over of the property, effects, and liabilities of the present unincorporated Association known as The Yorkshire Archaeological and Topographical Association.
 - (b) The examination, preservation, and illustration of the History, Architecture, Antiquities, Manners, Customs, Arts, and Traditions of the county of York; and especially the collection and preservation of books, pamphlets, manuscripts, deeds, engravings, drawings, coins, antiquities, and other objects relating to or bearing upon the History, Antiquities, or Topography of the county.
 - (c) The acquisition by donation, purchase, or otherwise, of a Library and a Museum, and the use, maintenance and extension of such Library and Museum.
 - (d) The holding of meetings for the reading of papers, the exhibition of antiquities, and other objects, and the discussion of subjects connected with any of the objects of the Society.
 - (e) The holdings of meetings at, and for the inspection and examination of places rendered interesting by their antiquities, architecture, or associations, or for any other reason.
 - (f) The acquisition by purchase, taking on lease, tenancy, or otherwise, of lands and buildings, and any other property, real and personal, for any estate, term, or interest, which the Society for the purposes thereof may from time to time think proper to acquire, and which may lawfully be held by them subject to the provisions of the 21st section of the Companies Act, 1862; and the re-sale, leasing, letting, management, surrender, or disposition of any such property for any of the purposes of the Society, or for any purpose which may be thought incidental or conducive to the attainment of any of the objects of the Society.
 - (g) The transcription, abstracting, reproduction, printing, publication, and sale of books, pamphlets, journals, transactions, prints, engravings, and other matters, by subscription or otherwise, and the payment of all usual and necessary expenses thereof.
 - (h) The borrowing of money for the purposes of the Society, and the execution of mortgages and other securities to secure the monies so borrowed, with interest thereon.
 - (i) The granting of money towards the cost of exploring and preserving ancient buildings and other objects of antiquity, or for the furthering of any of the objects of the Society.
 - (k) The doing of all other lawful things incidental or conducive to the attainment of the above objects or any of them.

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4. The income and property of the Society, from whatever source derived, shall be applied solely towards the promotion of the objects of the Society, as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, by way of profit, to the members of the Society. Provided that nothing herein shall prevent the payment in good faith of remuneration to any servant or officer of the Society, or to any member of the Society, or other person, in return for services actually rendered to the Society.
5. The fourth paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Society, in pursuance of section 23 of "The Companies Act, 1867".
6. If any member of the Society pays or receives any dividend, bonus, or other profit, in contravention of the terms of the fourth paragraph of this Memorandum, his liability shall be unlimited.
7. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a member, or one year afterwards, for the payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member, and of the costs, and charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding ten shillings, or in the case of his liability becoming unlimited, such other amount as may be required, in pursuance of the last preceding paragraph of this Memorandum.
8. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, to be determined by the members of the Society at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.
9. True accounts shall be kept of all sums of money received and expended by the Society, and the matters in respect of which such receipt and expenditure takes place, and of the assets, credits, and liabilities of the Society, in books of accounts which shall be kept at the Registered Office of the Society, or at such other place or places as the Management Board think fit; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed, in accordance with the regulations of the Society for the time being, shall be open to the inspection of the members. Once at least in every year the accounts shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors, or properly qualified Independent Examiner or Examiners. The Auditor(s) or Independent Examiner(s) shall be required as instructed by the Society to undertake either an Audit, or an Independent Examination of the Society's accounts, in accordance with the provisions of the Companies Act 2006 and any other relevant statutes, rules and regulations.

YORKSHIRE ARCHAEOLOGICAL AND HISTORICAL SOCIETY

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

of

THE YORKSHIRE ARCHAEOLOGICAL AND HISTORICAL SOCIETY

INTERPRETATION

1. In these Articles:

"the Society" means the Yorkshire Archaeological and Historical Society intended to be regulated by these Articles;

"the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" means these Articles of Association of the Society;

"the Charities Act" shall mean the Charities Act 2011 or any statutory re-enactment or modification of that Act;

"clear days" in relation to the period of a notice means the 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;

"executed" includes any mode of execution;

"the general funds" shall mean the non-designated funds of the Society;

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

"office" means the current registered office of the Society;

"ordinary members" shall mean those categories of members as set out in Article 4;

"the seal" means the common seal of the Society;

"General Secretary" means the Honorary General Secretary of the Society or any other person appointed to perform the duties of the Secretary of the Society, including an assistant or deputy Secretary;

"Treasurer" means the Honorary Treasurer of the Society or any other person appointed to perform the duties of the Honorary Treasurer of the Society, including an assistant or deputy Treasurer;

"the Trustees" means the members of the Management Board of the Society (and "Trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Acts.

CONSTITUTION

2. The Society is established for the purposes expressed in the Memorandum of Association.
3. For the purpose of Registration the number of Members of the Society was declared not to exceed three thousand but the Management Board may from time to time register an increase of Members.
4. Members shall be those admitted to membership in accordance with Articles 3 and 7.
5. An unincorporated association may become an affiliated member of the Society, in which case it shall nominate one of its members to act as its representative. Such representative shall apply in the association's name for membership and exercise the rights of membership on its behalf. Such a representative should preferably be an individual member of the Society. Every affiliated society which enjoys the advantages of membership of the Society through its nominated representative shall (subject to any regulations made by the Management Board) pay such subscription as shall be fixed from time to time by the Society, and its nominated representative shall be subject to the same incidents and liabilities as any individual member.
6. The Management Board may make such regulations as to the categories of membership and the rights duties and privileges of the various categories of members as it shall from time to time determine.

ADMISSION OF NEW MEMBERS

7. Any person or body desiring to be admitted as a member of the Society shall apply in the manner prescribed by the Management Board and supply such information (for example, name and address) as the Management Board shall determine from time to time.

CATEGORIES OF MEMBERS

8. The Management Board shall determine the categories of members whose entitlement shall be set out in the byelaws. The Management Board may at any time designate new categories of members.

RESIGNATION AND EXCLUSION OF MEMBERS

9. Any member may resign her/his membership on giving one calendar month's notice, in writing, to the Honorary Membership Secretary of her/his desire and intention to resign.
10. On the expiration of the period of one calendar month from the date of such notice being so received by the Honorary Membership Secretary (unless the notice shall have been withdrawn by another notice in writing received by the Honorary Membership Secretary), the Member giving such notice shall be deemed to have withdrawn from the Society, and shall not be considered any longer a member thereof.
11. Any Member who shall have resigned her/his membership may be re-elected in the ordinary course at a later date, in like manner as if s/he were a new candidate for membership.
12. The rights and privileges of each Member of the Society shall be personal to her/himself, and shall not be transferable or transmissible by her/his own act or by operation of law.
13. If any Member shall fail in the observance of any of these Articles, or of any regulations of the Management Board made under the powers conferred by these Articles, or shall be accused of any act, or practice, or conduct calculated or liable to bring discredit on the Society, or to lower its status, upon grounds which the Management Board after investigation in accordance with Article 15 shall deem sufficient, such Member may, by a Resolution of the Management Board, be excluded from the Society, and shall immediately cease to be a member of the Society.
14. Before coming to a decision as to the sufficiency of any complaint against a Member under Article 14, the Management Board shall in writing at least twenty-one days before the

meeting of the Management Board at which such resolution to exclude is to be proposed, invite an explanation from the Member concerned, either by her/his personal attendance at such meeting of the Management Board, or in writing.

15. If any Member's subscription shall be in arrears for more than one year and such Member shall for the space of fourteen days from the giving of the notice hereinafter mentioned, fail to pay all arrears due from her/him, the Management Board, after having given such Member, through the Honorary Treasurer or Honorary Membership Secretary, fourteen days' notice of its intention to do so, may declare her/him to be no longer a member of the Society and s/he shall immediately cease to be a member.

OFFICERS AND MANAGEMENT BOARD

16. The Management Board shall consist of the President, the Honorary General Secretary, the Honorary Treasurer, the immediate Past President and twelve ordinary members of the Society elected in accordance with Article 17 below. In addition, the Honorary Officers of the Society specified in Article 19 shall be members *ex officio* of the Management Board in a non-voting capacity.
- a. The post of any Officer other than the President, the Honorary General Secretary or the Honorary Treasurer may be held jointly by more than one person.
 - b. Only individual and Life Members shall be eligible to become members of the Management Board.
 - c. No person may be appointed to the Management Board if s/he is under the age of 18 years.
 - d. The quorum for the Management Board shall be not less than six. In the event of an equality of votes the Chairman of the meeting shall have a second or casting vote.
17. Each Ordinary Member of the Management Board shall be elected by the Members of the Society at the Annual General Meeting for a term of three years and shall hold office if re-elected until the sixth Annual General Meeting next ensuing after her/his first election and on retirement shall not be eligible for re-election until the Annual General Meeting one year after her/his retirement. Of the twelve Ordinary Members, one shall be nominated from each of the special interest Sections of the Society that are not solely publishing sections (five in total), while the other seven Ordinary members shall be elected from amongst the eligible wider membership of the Society.
18. a. The Honorary Officers of the Society shall be elected by the Members of the Society at the Annual General Meeting and shall hold office until the first Annual General Meeting next ensuing, and on retirement shall immediately be eligible for re-election, provided that the President shall not usually be re-elected at more than four successive Annual General Meetings.
- b. The Society may at any General Meeting at any time increase or decrease the number of Honorary Vice-Presidents, Vice-Presidents or other Officers or other Members of the Management Board and may designate and create other offices of the Society.
19. a. Nominations, supported by a proposer and seconder who shall be Members of the Society, for the positions of Honorary Officers of the Society and members of the Management Board shall be received by the Honorary General Secretary not later than two calendar months preceding the Annual General Meeting, accompanied by a statement of the willingness of the candidate to serve. Such nominations shall be notified to the Members of the Society together with the notice of the Annual General Meeting.
- b. The Management Board may at any time prior to the Annual General Meeting at which such nominations are to be considered make nominations for all or any of the positions

of Honorary Officers of the Society. Provided always that if no such persons are nominated for any such position then the Management Board may at any meeting following such Annual General Meeting co-opt by majority vote any Member of the Society to such position for which there had been no nominations as aforesaid, such co-option to take effect as from the Annual General Meeting at which such nominations as aforesaid were to be considered.

- c. Those Honorary Officers who are *ex-officio* members of the Management Board shall be specified in the Byelaws of the Management Board.
 - d. The Annual General Meeting may elect any retiring President as an Honorary Vice-President.
 - e. The Annual General Meeting may elect any Vice-President.
 - f. In both cases such office shall be for the duration of the holder's membership of the Society.
 - g. Any casual vacancy amongst the Members of the Management Board or the Officers of the Society may be filled by the Management Board by co-option. Any person so co-opted to fill such a vacancy shall serve on the Management Board for the unexpired period of the Member of the Management Board s/he replaces. Only Members of the Society shall be co-opted.
20. The Society may at any time, by vote in an Annual General Meeting, appoint any persons as Patrons or Honorary Life Members of the Society, or to any other Honorary office in connection with the Society that may be thought expedient in recognition of exceptional service to the Society.
21. No person shall be considered incapable of being appointed or elected a Member of the Management Board or Council by reason of her/his having attained the age of seventy years or any other age, nor shall any member of the Management Board vacate her/his office by reason of her/his attaining or having attained the age of seventy years or any other age.

POWERS AND DUTIES OF THE MANAGEMENT BOARD

22. The Management Board shall be the Trustees of the Society, shall manage the affairs of the Society, and shall have power (*inter alia*):
- a. To decide upon the admission or rejection of persons desirous of becoming Members of the Society.
 - b. To make such rules or byelaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or byelaws regulate:
 - i. the admission and classification of Members of the Society (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership, and the terms by which Members may resign or have their membership terminated, and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - ii. the conduct of Members of the Society in relation to one another, and to the Society's employees;
 - iii. the setting aside of the whole or any parts of the Charity's premises at any particular time or times for any particular purpose or purposes;
 - iv. the use and organisation of the library and the archives;
 - v. the procedure at General Meetings and Meetings of the Management Board and its committees in so far as such procedure is not regulated by the Articles;

- vi. generally, all such matters as are commonly the subject matter of Company Rules.
 - c. The Society in General Meeting shall have power to alter, add to or repeal the rules or byelaws, and the Management Board shall adopt such means as they think sufficient to bring to the notice of Members of the Society all such rules or byelaws, which shall be binding on all Members of the Society, provided that no rule or byelaw shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or the Articles.
 - d. To petition or memorialise the Crown, or either House of Parliament, or the Government, or any public body, functionary or authority.
 - e. To appoint, regulate and dissolve executive, advisory or other committees, and to make, repeal, alter and vary regulations for their guidance.
 - f. To do all such acts as they may think necessary for effecting the objects of the Society as defined by the Memorandum, being indemnified by the Society against all expenses thereby incurred.
 - g. To dispose of the funds of the Society for the purposes thereof.
 - h. To borrow on mortgages, bonds, debentures or otherwise any funds they may think necessary for the purposes of the Society, and to contract such debts and liabilities, and to sign such documents on behalf of the Society as are in the judgement of the Management Board proper or convenient in transacting the business of or for any purposes of the Society.
 - i. To employ such staff, who other than the Senior Librarian, shall not normally attend meetings of the Management Board, as are necessary for the proper pursuits of the objects of the Society and to make all reasonable and necessary provision for the payment of pensions and superannuation of staff and their dependants.
 - j. To subscribe to the funds of and to appoint delegates or representatives in the name of the Society to any society having similar objects to the Society, and to exchange publications with and to present publications to any such society. Such delegate or representative shall not be a trustee or on the management of any such society unless in her/his individual capacity and shall have no legal responsibility on behalf of the Society.
 - k. To do anything which may be directed or authorised by Statute or by these Articles, even if not expressly so directed by a General Meeting, and subject to any regulations subsequently determined by any General Meeting in accordance with Statute or these Articles. Any valid action carried out prior to the making of such new regulations shall remain valid.
 - l. To apply for and receive grants or other monies to further the objects of the Society.
 - m. To hold, conserve, acquire, receive on loan, permanent or otherwise, make available for inspection and copy archive materials including but not exclusively manuscripts, deeds, engravings, drawings and maps.
 - n. If any Member of the Management Board is required by the Management Board to carry out duties involving (exceptional) travel, hotel or other expenses the Management Board may authorise contributions towards such expenses.
23. The Members for the time being of the Management Board may act for all purposes notwithstanding any vacancy in their body. The President shall preside as Chairman. In her/his absence the Members of the Management Board present shall elect one of the Management Board to chair the meeting.
- a. Meetings of the Management Board shall normally be convened by the Honorary General Secretary but may be convened by any Member of the Management Board by

the giving of 14 days' notice of an intended meeting to Members of the Board in writing. Provided that in cases of emergency such of the President, or the Honorary Treasurer as are available and other Members of the Board who can be assembled in time shall have executive powers to deal with the emergency only, subject to such action being ratified at the next meeting of the Management Board.

- b. There shall normally be a minimum of four meetings of the Management Board in any year, ending at the Annual General Meeting.
- c. Each Member of the Management Board present at a meeting referred to in Article 23 (a), except where otherwise provided by these Articles, shall have one vote and a majority vote shall decide the question. In case of an equality of votes the Chairman shall have a second or casting vote.
- d. Any Member of the Management Board who has a pecuniary interest in any matter under discussion shall declare that interest and shall not vote on that matter.
- e. The Management Board shall prepare and submit to the Annual General Meeting an Annual Report on its activities for the year.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

24. A Trustee shall cease to hold office if s/he:
- a. ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - b. becomes incapable by reason of mental disorder, illness or injury of managing and administering her/his own affairs;
 - c. resigns her/his office by notice to the Society (but only if at least four Members of the Management Board will remain in office when the notice of resignation is to take effect); or
 - d. is absent without the permission of the Management Board for three consecutive meetings and the Management Board resolve that her/his office be vacated.

COMMITTEES

25. The Management Board shall appoint the following committees which shall be standing committees of the Society:

i. FINANCE COMMITTEE

This shall be an executive committee (as defined in Article 25 (v) (a) below) of the Management Board and shall consist of the President, the Honorary Treasurer, the Honorary General Secretary and four other Members of the Society appointed by the Management Board. The Finance Committee, which shall report to the Management Board, shall have the power to appoint an Investment Management subcommittee which shall consist of the Honorary Treasurer and three other Members of the Society and which shall report to the Finance Committee.

ii. LIBRARY AND ARCHIVES COMMITTEE

This shall be a non-executive committee of the Management Board and shall consist of the President, the Honorary General Secretary, the Honorary Treasurer, the Honorary

Collections Liaison Officer, the Honorary Volunteer Co-ordinator and up to three ordinary Members of the Society as shall from time to time be determined by the Management Board. This committee may make recommendations to the Management Board on archive and library matters, but is primarily to be concerned with acquisitions and to act as a forum for professional matters and other archive/library related topics.

iii. **SECTIONAL COMMITTEES**

There shall be committees representing various sectional interests of Members provided that they are within the Objects of the Society.

At least ten per cent of the membership of each Section shall be ordinary Members of the Society. The honorary secretary of each Section, or their nominated representative, shall be a Member of the Society.

The Constitution of each Section must be approved by the Management Board.

Each Section shall make an Annual Report to the Society for inclusion in the Society's Annual Report and shall be entitled to receive one copy thereof.

Each Section shall have such obligations and be entitled to such rights and privileges as shall be set out in the Byelaws of the Society.

Each Section shall make a payment to the General Funds of the Society each year for each member resident in the United Kingdom who is not a Member of the Society at a rate to be fixed by the Management Board.

iv. **PUBLISHING COMMITTEES**

These shall be committees with the sole object of publishing material relevant to the Objects of the Society. Such publications shall be distributed to subscribers who pay the relevant subscription and otherwise sold to the general public. A handling fee to be determined by the Management Board on every sale through the Society of any publication shall be paid to the General Funds of the Society.

The Honorary Secretary of each Publishing Committee, or their nominated representative, shall be a Member of the Society.

Each Publishing Committee shall make an Annual Report to the Society for inclusion in the Society's Annual Report and shall be entitled to receive one copy thereof.

Each Publishing Committee shall have such obligations and be entitled to such rights and privileges as shall be set out in the Byelaws of the Society.

v. **AD HOC COMMITTEES**

The Management Board may in addition appoint one or more subcommittees as circumstances arise, all of which shall report to the Management Board. These shall be as follows:

(a) Executive Committees

These shall consist of three or more of the Management Board Members (and if required no more than three ordinary members of the Society) for the purpose of making any enquiry or supervising or performing any function or duty of the Management Board which in the opinion of the Management Board would be more conveniently undertaken or carried out by a sub-committee. Any such appointment shall have precise terms of reference limited as to authority and time, which can only be varied or extended with the consent of the Management Board.

(b) Advisory Committees

The Management Board may appoint one or more advisory sub-committees to obtain information and/or advise on any particular activity of the Society specified in its

appointment. Such an advisory sub-committee shall consist of one or more Members of the Management Board and as many ordinary Members as the Management Board shall determine. It shall make reports and/or recommendations to the Management Board.

ACCOUNTS

26. The Management Board shall cause proper accounts to be kept in accordance with the Acts with respect to:
- a. all sums of money received and expended by the Society and the matters in respect of which the receipts and expenditure take place;
 - b. all sales and purchases of goods by the Society;
 - c. the assets and liabilities of the Society.
27. The Management Board shall cause to be prepared and laid before the Society at each Annual General Meeting such income and expenditure accounts, balance sheet, group accounts (if any), and reports as are required by the Act.
28. A copy of every Balance Sheet including every document required by law to be annexed thereto which is to be laid before the Society at each Annual General Meeting together with a copy of the Auditors' report and the Annual Report of the Management Board shall not less than fourteen clear days before the date of such meeting be sent by post or electronic means to each Member of the Society provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware.

AUDIT OR INDEPENDENT EXAMINATION

29. Auditors or Independent Examiners shall be appointed and their duties regulated in accordance with the Companies Act 2006 and the Charities Act 2011.

ANNUAL REPORT

30. The Management Board shall make a report in writing to each Annual General Meeting of the Society and shall comply with the obligations under the Charities Act with regard to the preparation of an Annual Report and its transmission to the Charity Commissioners.

SUBSCRIPTIONS

31. Every person or affiliated society as defined in the Byelaws who shall become a Member of the Society shall unless s/he is an Honorary Life Member pay to the Honorary Treasurer such sum as may from time to time be prescribed by the Annual General Meeting in that behalf, as subscription for the then current year.
32. The annual subscription shall be due and payable in advance on the first day of January in each year.

PUBLICATIONS

33. All publications of the Society, including the Journal, shall be issued and sold on such terms and conditions in all respects as the Management Board may direct, both as regards price or subscription, size and style of volume or part, frequency or otherwise. The Management Board may also enter into arrangements with others to publish, print or reprint, sell and distribute all or any of the Society's publications or parts thereof on such terms and conditions as the Management Board may from time to time determine.
34. All Members of the Society who subscribe at the appropriate rate and whose subscriptions are not in arrears shall be entitled to one copy of the Journal for the year to which their subscription applies.

INVESTMENTS AND APPLICATION OF FUNDS

35. All subscriptions of Members and all other monies received by the Society and not required for current expenses may at the discretion of the Management Board be invested for the benefit of the Society, and the annual income thereof, and of all other investments and property of the Society shall be applied at the discretion of the Management Board for the purposes of the Society or may be re-invested.
36. The Management Board shall (subject to such conditions and consents, if any, as may for the time being be imposed or required by law) have full power to invest or re-invest such funds or income as are referred to in Article 35 hereof in stocks, shares or other investments or on the security of freehold or leasehold property or on personal security alone or in the purchase of any real or personal property as the Management Board may in its absolute discretion determine and may call in transfer vary or transpose such investments as it thinks fit.
37. The income and property of the Society shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to Members of the Society, and no Member of the Management Board shall be appointed to any office of the Society paid by salary or fees or receive remuneration or other benefit in money or money's worth from the Society. Provided that nothing shall prevent any payment in good faith by the Society:
- a. of reasonable and proper remuneration for any services rendered to the Society by any Member, Officer or Servant of the Society who is not a Member of the Management Board;
 - b. of reasonable and proper remuneration for any services rendered to the Society by any Member, Officer or Servant of the Society or of the Management Board for specialist services rendered;
 - c. of interest on money lent by any Member of the Society at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the Management Board;
 - d. of fees, remuneration or other benefit in money or money's worth to any company of which a Member of the Management Board may also be a member holding not more than one hundredth part of the issued capital of that company;
 - e. of reasonable and proper rent of property demised or let by any Member of the Society;
 - f. of grants made in accordance with the Memorandum to members of the Society;
 - g. of any premium in respect of any indemnity insurance to cover the liability of the Members of the Management Board which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty in relation to the Society; provided that any such insurance shall not extend to any claim arising from any act or omission which the Members of the Management Board knew to be a breach of trust or breach of duty or which was committed by the Members of the Management Board in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the

Members of the Management Board in their capacity as Members of the Management Board of the Society.

GENERAL MEETINGS

38. The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and shall specify the Meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next.
39. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
40. An Extraordinary General Meeting may be convened either by the Management Board or by the requisition by Members being five per cent of the Ordinary Members.
41. An Annual General Meeting or an Extraordinary General Meeting of the Society shall be called by giving at least fourteen clear days' notice in writing. The notice shall specify the place, the day and the hour of the Meeting and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in General Meeting, to all Members of the Society.
42. Any notice of a special resolution to be put to an Annual General Meeting or of an Extraordinary General Meeting shall specify precisely the special resolution to be put to that meeting, which is the only special resolution that can be considered at that meeting and there shall be no other business discussed.
43. The accidental omission to give notice of a Meeting to, or the non-receipt of notice, of a Meeting given to any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

PROCEEDINGS AT GENERAL MEETINGS

44. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheet, and the reports of the Management Board and Auditors, the election of Officers and Members of the Management Board in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.
45. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, fifteen Members present in person shall be a quorum.
46. If within half an hour from the time appointed for a Meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Management Board may from time to time determine, and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Members present shall be a quorum.
47. The President shall preside as Chairman of every General Meeting of the Society, or if there is no President, or if s/he shall not be present within fifteen minutes after the time

appointed for the holding of the Meeting or is unwilling to act the Members present shall elect a Member of the Management Board to be Chairman of the Meeting.

48. If at any Meeting no Member of the Management Board is willing to act as Chairman or if no Member of the Management Board is present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose one of their number to be Chairman of the Meeting.
49. The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
50. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- a: by the Chairman; or
 - b: by at least three Members present in person; or
 - c: by a Member or Members present in person and representing one tenth of the total voting rights of all the Members having the right to vote at the Meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the Minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

51. Except as provided in Article 53, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
52. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
53. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time during that Meeting as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

54. Ordinary Members aged eighteen or over present at the relevant Meeting shall have one vote. All votes shall be given personally and proxies shall not be allowed.

SEAL

55. The Common Seal of the Society shall be kept in the custody of such person or persons as the Management Board may from time to time determine and shall be used only in pursuance of a resolution of the Management Board. Such resolution may authorise the use of the Seal for one specific transaction or for a series of transactions or otherwise generally as the resolution shall state.
56. The affixing of the Seal shall in all cases be countersigned by three persons of whom one shall be the President, the Honorary General Secretary or the Honorary Treasurer and the other two shall be Members of the Management Board and all deeds and documents so sealed and countersigned shall be deemed to be validly executed by the Society.

OFFICIAL NOTICES

57. An official notice may be given by the Society to any Member either personally or by sending it by post or electronic means to her/him at her/his registered address or (if s/he has no registered address within the United Kingdom) at the address, if any, within the United Kingdom or electronic address supplied by her/him to the Society for the giving of notice to her/him. Where an official notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of forty eight hours after the letter containing the same is posted.
58. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- a. every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom or an electronic address for the giving of notices to them;
 - b. the Auditor (or Independent Examiner) for the time being of the Society.

ALTERATION OF MEMORANDUM AND ARTICLES

59. The Society may with the consent of the Charity Commissioners from time to time by Special Resolution in accordance with the Act but not otherwise, repeal or alter all or any of the Objects contained in the Memorandum or regulations contained in these Articles, such resolution to be passed by not less than two thirds of the Members present and voting at a General Meeting, and may with the like consent make new regulations in lieu of or in addition to any such Objects or regulations.
60. All such new or altered regulations shall be subject to modification in like manner.

DISSOLUTION

61. If the Society is wound up or dissolved, and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid or distributed among the Members of the Society, but shall be given or transferred to some other charity or charities having objects similar to the Objects of this Society which prohibits the distribution of its or their income and property to an extent at least as great as imposed on the Society by these Articles, chosen by the Members of the Society before the time of dissolution, and if that cannot be done then to some other charitable object.

MINUTES

62. The Management Board shall keep minutes:
- a. of all appointments of Officers made by the Trustees; and
 - b. of all proceedings at Meetings of the Charity and of the Trustees and of committees of Trustees including the names of Trustees present at each such Meeting.

ANNUAL RETURN

63. The Trustees shall comply with their obligations under the Charities Act with regard to the preparation of an annual return and its transmission to the Commissioners.