

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**RESOLUTION OF THE MEMBERS OF**  
**THE COMMONWEALTH SOCIETY FOR THE DEAF**  
**Company Number: 02739343**

(the "Company")

*Resolutions passed on 7 December 2015*

The undersigned, being the chairman of the Company, hereby confirms that the following resolutions were approved and duly passed by a meeting of the members of the Company held on 7 December 2015:

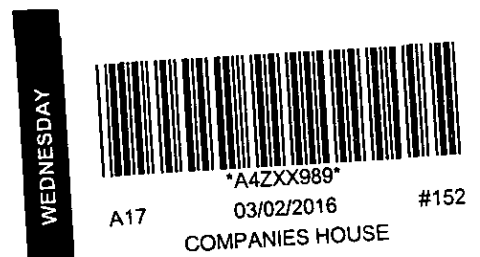
**SPECIAL RESOLUTION**

**THAT**, the articles of association sent to the members with the agenda pack for the meeting, and attached to this statement of resolutions, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Signed: . . . . .

Philip Shaw  
Chairman

Date 14 January 2016



# Sound Seekers Memorandum and Articles

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- 1 The name of the Company {hereinafter called "the Society"} is "THE COMMONWEALTH SOCIETY FOR THE DEAF"
- 2 The registered office of the Society will be situate in England
3. The Society's objects are, in any part of parts of the World, including, without limitation, any state or territory within the Commonwealth, to investigate and make know the numbers, conditions and needs of the deaf and the causes of deafness, to promote the relief, education and employment of the deaf, to initiate, stimulate and co-ordinate work for the deaf and for the prevention of deafness, to foster collaboration between organisations for the deaf and for the prevention of deafness and to promote activities for the benefit of such organisations In this Memorandum of Association "the deaf" means persons who suffer from any degree or impairment of hearing  
In furtherance of the above objects but not further or otherwise the Society shall have the following powers -
  - a. To establish and maintain or assist the establishment and maintenance of schools, training centres, other organisations, services and facilities for or in connection with the education, employment and welfare of the deaf
  - b. To provide or arrange for the provision of goods, apparatus, machinery, appliances and articles of all descriptions used or suitable for the deaf and having for their objective the detection, prevention or alleviation of deafness or required in connection with the manufacture, production or maintenance of any such articles or of articles made by the deaf
  - c. To provide or assist the training of any persons for employment or voluntary service in connection with the objects of the Society
  - d. Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Society in such manner and on such security as the Society may think fit
  - e. To take and accept any gift of money property or other assets whether subject to any special trust of not and to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Society in the shape of donations, subscriptions or otherwise.
  - f. To lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company
  - g. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments
  - h. To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities of any other company

- i. To invest the moneys of the Society not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law
- j. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Society may think necessary for the promotion of its objects
- k. Subject to such consents as may be required by law, to sell, let mortgage, dispose of or turn to account all or any of the property or assets of the Society with a view to the furtherance of its objects
- l. Subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Society
- m. To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants
- n. To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Society and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Society of any such charitable organisation, institution, society or body
- o. To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Society
- p. To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Society is authorised to amalgamate
- q. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Society
- r. To do all such other lawful things as are necessary for the attainment of the above objects or any of them

Provided that -

- i. In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
- ii. The Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Society would make it a Trade Union
- iii. In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Directors of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such

property in the same manner and to the same extent as they would as such Board of Directors have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control of authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Directors, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated

- 4 The income and property of the Society, whencesoever 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, and no member of its Board of Directors shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society

Provided that nothing herein shall prevent any payment in good faith by the Society -

- (i) Of reasonable and proper remuneration to any member, officer or servant of the Society (not being a member of its Board of Directors) for any services rendered to the Society,
- (ii) Of interest on money lent by any member of the Society or of its Board of Directors at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Board of Directors or 3 per cent whichever is the greater,
- (iii) Of reasonable and proper rent for premises demised or let by any member of the Society or of its Board of Directors,
- (iv) Of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Directors may also be a member holding not more than 1/100<sup>th</sup> part of the capital of that company, and
- (v) To any member of its Board of Directors of reasonable and proper out-of-pocket expenses

- 5 The liability of the members is limited

6 Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he is a member, or within one year after he ceases to be member, for payment of the debts and liabilities of the Society contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £5

- 7 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 charitable institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or the members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS  
{insert 4 pages}

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
of  
THE COMMONWEALTH SOCIETY FOR THE DEAF  
(COMPANY NUMBER 02739343)

(Adopted by special resolution passed on 7 December 2015)

General

1 In these Articles (as defined below) the following words shall have the meanings set out below

|                    |                                                                                                                                                                                                                                                    |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| the Act            | the Companies Act 2006,                                                                                                                                                                                                                            |
| these Articles     | these Articles of Association, and the regulations of the Society from time to time in force,                                                                                                                                                      |
| the Board          | the board of directors for the time being of the Society,                                                                                                                                                                                          |
| the Memorandum     | the memorandum of association of the Society,                                                                                                                                                                                                      |
| month              | calendar month,                                                                                                                                                                                                                                    |
| the Office         | the registered office of the Society,                                                                                                                                                                                                              |
| the Seal           | the common seal of the Society,                                                                                                                                                                                                                    |
| the Society        | the above-named company,                                                                                                                                                                                                                           |
| the United Kingdom | Great Britain and Northern Ireland, and                                                                                                                                                                                                            |
| in writing         | written, printed, photographed, photocopied or lithographed, or partly one and partly another, and other modes or representing or reproducing words in a visible form, including email and other forms of electronic transmission of written words |

#### Interpretation

- 2 Unless the context otherwise requires, words denoting the singular shall include the plural and vice versa, words denoting one gender only shall include the other gender, and words importing persons shall include corporations, unincorporated associations, trusts and partnerships (whether or not having separate legal personality)
- 3 Except where there is an express provision to the contrary or where the context otherwise requires, reference to a statute shall be construed as a reference to such statute as the same may have been, or may from time to time be, amended or re-enacted
- 4 Notwithstanding the above, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Society shall, if not wholly inconsistent with the subject or context, bear the same meanings in these Articles

#### Membership/Corporate Membership

- 5 The number of members with which the Society proposes to be registered is unlimited
- 6 The provisions of sections 744, 113 and 114 of the Act shall be observed by the Society, and every person wishing to become a member of the Society shall sign a written application in such form as may from time to time be prescribed by the Board
- 7 The Society is established for the purposes expressed in the Memorandum
- 8 The subscribers to the Memorandum and such other persons as the Board shall admit to membership in accordance with the provisions of these Articles shall be members of the Society, (each a “**Member**”)
- 9
  - a Applications for membership of the Society shall be considered by the Board who, in its sole discretion, shall either accept or reject any such application The decision of the Board shall be final and the Board shall not be obliged to provide any reason for such decisions
  - b The name and address of every Member shall be entered into the register of members and notification of admission shall be given to the Member once such entry has been made
- 10 Membership of the Society shall not be transferable or transmissible

#### Honorary Membership

- 11 The Board, in its sole discretion and on such terms as it thinks fit, may elect any person to honorary membership of the Society An honorary Member shall not be required to pay a subscription and shall not be entitled to vote at general meetings In all other respects any such honorary Member shall be a Member

#### Life Membership

- 12 The Board, in its sole discretion and on such terms as it thinks fit, may elect any person to life membership of the Society Life membership may be granted as recognition of the outstanding service to the Society in which case it shall be honorary, and, in accordance with Article 11 above, no subscription will be payable by such honorary Member Life membership may also be granted following payment of a special subscription, the amount of which will be decided from time to time by the Board In all other respects any such life Member shall be a Member

### Cessation of Membership

13. A person shall cease to be a Member

- a If he/she gives notice in writing to the Society of his/her desire to resign his/her membership,
- b If the Board, in its sole discretion, reasonably considers that he/she has been guilty of conduct which may bring the Society into disrepute and passes a resolution to that effect. Such a resolution to remove a Member from membership may only be passed if (i) the Member has been given at least twenty one days' notice in writing of the Board meeting at which the resolution will be proposed and the reasons why it is proposed, and (ii) the Member or, at the option of the Member, the Member's representative (who need not be a Member) has been allowed to make representations to the meeting, either orally or in writing,
- c If his/her subscription remains unpaid for three months after the same has become due and payable, or
- d If he/she dies or, if such Member is an organisation, ceases to exist.

14 A person who ceases to be a Member (or, in the case of cessation of membership under Article 13d above, his/her estate, successors or assigns) shall remain liable for any annual subscription or other moneys which may be owing from him/her to the Society under these Articles at the time of his/her ceasing to be a Member and for any sums which may thereafter become payable by him/her under the Memorandum

### Subscriptions

15

- a The subscriptions payable by Members shall be annual subscriptions and shall be fixed by the Board in its sole discretion for each calendar year either before commencement or during the course of the relevant year The Board may fix different rates of subscription for
  - i different classes of membership, and
  - ii for individual Members and corporate Members
- b The subscription for each year shall be payable on 1<sup>st</sup> January of such year or on such other date as the Board may decide The full amount of the subscription for each year shall be payable by a Member
  - i where a person becomes a Member during the period in respect of which a subscription is payable,
  - ii where a person ceases to be a Member before the end of a period in respect of which a subscription is payable, in which case such person (or, in the case of cessation of membership under Article 13d above, his/her estate, successors or assigns) shall remain liable for any subscription or other moneys which may be due from him/her to the Society under these Articles at the time of his/her ceasing to be a Member and for any sums which may thereafter become payable by him/her under the Memorandum
- c The board may, in its sole discretion, from time to time and at any time waive payment, in whole or in part, of any subscription.

### General Meetings

16 The Society shall hold a general meeting in every calendar year as its Annual General Meeting ("AGM") at such time and place as may be determined by the Board The Society shall specify the meeting as the AGM in the notice calling it Every AGM except the first shall be held not

more than fifteen months from the date of the preceding AGM, except that if the Directors in their absolute discretion decide that it is unreasonable or impractical for any reason to hold a general meeting at the time or place specified in the notice of that meeting, they may postpone the general meeting to another time or place by giving notice of the revised time or place to all the Members in accordance with Article 18

17 The Board may convene general meetings other than AGMs in its sole discretion whenever it thinks fit and such meetings shall also be convened on requisition of Members in accordance with Article 19, or in default may be convened by such requisitionists, as provided by section 305 of the Act

18 The Society must give Members and the auditors of the Society the following periods of notice

- a at least twenty-one days' notice in writing of every AGM and of every meeting convened to pass a special resolution,
- b fourteen days' notice in writing of every other general meeting,

in each case such notice period being exclusive both of the day on which it is served or deemed to be served and of the day on which such general meeting will be held. Such notice must specify the place, the date and the time of meeting, and, in the case of special business to be conducted at the meeting, the nature of that business, and must be accompanied by a proxy form in substantially the form set out in Article 41 below

19 Notwithstanding Article 18 above, in respect of any general meeting, all of the Members having the right to attend and vote at such a meeting (or such proportion of the Members as is prescribed by the Act as being required in the case of meetings other than AGMs) may agree and consent to the convening of a general meeting by such notice as those Members may think fit

20 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive such notice shall not invalidate any resolution passed, or proceeding had, at any meeting

#### Proceedings at general meetings

21 All business that is transacted at a general meeting other than an AGM shall be deemed special. All business that is transacted at an AGM shall be deemed special, with the exception of:

- a the consideration of the income and expenditure account and balance sheet,
- b the consideration of the reports of the Board and of the Auditors, and
- c the appointment of, and fixing of the remuneration of, the Auditors

22 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Five (5) members present in person or by proxy shall be a quorum

23 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, or if during a meeting a quorum ceases to be present for any reason, the meeting if convened on the requisition of members, shall be dissolved. If the meeting was convened by the Board it shall be adjourned for up to seven days (at the discretion of the Board), at the same time and place, or at such other place as the Board, in its sole discretion, may determine, and if when such meeting is resumed a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum

24 The chairperson of the Board or in his/her absence the vice chairperson shall preside as chairperson at every general meeting. If after more than fifteen minutes from the time appointed for holding the meeting the chairperson and the vice chairperson are not present at the meeting, the

Members present shall choose a director to take the chair. If no director is present or if all the directors present decline to take the chair, the Members shall choose a Member who is present at the meeting to take the chair.

25 The chairperson may, with the consent of a majority of the members at a meeting at which a quorum is present (and shall if so directed by the majority of members at such meeting) adjourn the meeting from time to time, and from place to place. No business shall be conducted at the resumption of a meeting other than business which would have been conducted at the meeting which was adjourned. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting, but no notice need be given where a meeting is adjourned for less than thirty days.

26 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by either the chairperson or the lesser of

- a at least three Members present in person or by proxy, or
- b a Member or Members representing at least one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairperson of the meeting regarding the outcome of the resolution, and an entry to that effect in the minute book of the Society, shall be conclusive evidence of the outcome of the resolution. The demand for a poll may be withdrawn prior to such poll being carried out.

27 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

- a notice of the proposed amendment is given to the Society in writing by a Member entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairperson of the meeting may determine), and
- b the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.

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

- a the chairperson 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.

29 With regards to both Articles 27 and 28, if the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is not capable of acceptance under Article 27 or 28, the chairperson's error does not invalidate the vote on that resolution.

30 Subject to the provisions of Article 31, if a poll be demanded in accordance with Article 26, it shall be taken at such time and place, and in such manner, as the chairperson of the meeting, in his/her sole discretion, shall direct, and the result of the poll shall be deemed to be the result of the resolution for which the poll was demanded.

31 No poll shall be demanded when voting on the election of a chairperson of a meeting or on any adjournment.

32 In the case of an equal number of votes for and against a resolution, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a casting vote.

33 If a poll is demanded, such demand shall not prevent the meeting continuing in order that any other business may be conducted.

- 34 A resolution in writing agreed by a 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 on it had it been proposed at a general meeting shall be effective provided that:
- a a copy of the proposed resolution has been sent to every eligible Member,
  - b a majority (or in the case of a special resolution by a majority of not less than 75%) of the Members has signified its agreement to the resolution, and
  - c it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. For the avoidance of doubt, a written resolution may comprise multiple copies to which one or more Members have signified their agreement

#### Votes of Members

- 35 Unless expressly stated in these Articles, every member present shall be entitled to one vote.
- 36 Unless expressly stated in these Articles, no person other than a Member (who is registered as such in the register of Members and who paid every subscription and other sum (if any) which shall be due and payable to the Society) shall be entitled to vote, either personally or by proxy, at any general meeting
- 37 A Member which is a corporation, unincorporated association, trust or partnership may vote by its duly authorised representative appointed in accordance with section 323 of the Act
- 38 Members may be present and may vote either in person or by proxy
- 39 A proxy need not be a Member of the Society. A proxy shall be appointed in writing by either
- a the Member whom such proxy shall represent,
  - b his/her attorney duly authorised in writing, or
  - c if the Member is a corporation, unincorporated association, trust or partnership, either by an officer, director, attorney or other duly authorised representative of such entity or an appointment document bearing the relevant seal
- 40 The instrument appointing a proxy (and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, if applicable) shall be deposited at the Office, or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than:
- a 48 hours before the time at which the relevant meeting or adjourned meeting is due to commence, or
  - b in the case of a poll, 24 hours before the time appointed for the taking of the poll
- In the case of non-compliance with the above deadlines, the instrument purporting to appoint the proxy shall be invalid
- 41 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit

"The Commonwealth Society for the Deaf

I/we of being member/members of the above named company, hereby appoint of  
or, in his/her absence, appoint of as my/our proxy to vote for me/us on my/our  
behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on the day of 20 ,  
and at any adjournment thereof

Signed this day of 20

This form is to be used to vote as follows in respect of each resolution

|              |                      |              |
|--------------|----------------------|--------------|
| Resolution 1 | [Text of resolution] | For/Against* |
| Resolution 2 | [Text of resolution] | For/Against* |

Unless otherwise instructed, the proxy will vote as he/she thinks fit

\*Strike out whichever is not desired "

42. The instrument appointing a proxy shall be deemed to confer authority to such proxy to demand or join in demanding a poll  
43 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member or  
revocation of the proxy or of the authority under which the proxy was executed, provided that no written notice of such death, insanity or  
revocation shall have been received by the Society at the Office before the commencement of the meeting or adjourned meeting for which the  
proxy was appointed

The Board of Directors

- 44 There shall be a board of directors for the direction and management of the affairs of the Society which, subject to these Articles, shall consist of  
not less than five (5) nor more than fifteen (15) directors (each a "Director" and together the "Board")  
45 The Society may from time to time increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced  
number shall vacate office, by passing a resolution to such effect at a general meeting  
46 No person shall be eligible to be a Director unless he/she is a Member or a duly authorised representative of a corporation, unincorporated  
association, trust or partnership which is a Member

#### Appointment and Rotation of Directors

- 47 The Society in any general meeting by ordinary resolution may appoint any Member to be a Director either to fill a casual vacancy, to replace a Director who is removed by an ordinary resolution, or as an additional Director, provided that such appointment shall not result in there being more than fifteen (15) Directors
- 48 The Society may by ordinary resolution, of which special notice has been given in accordance with Section 168 of the Act, remove any Director before the expiration of his/her period of office notwithstanding anything in these Articles or in any agreement between the Society and such Director
- 49 The Board shall have the power, at any time, to appoint any Member to be a Director, provided that such appointment shall not result in there being more than fifteen (15) Directors. Any Director appointed in accordance with this Article shall hold office only until the next AGM, and shall then be eligible for re-election in accordance with Article 51, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting
- 50 At the first AGM of the Society all the Directors shall retire from office. At the AGM in every subsequent year one-third of the Board for the time being or, if such number is not a multiple of three, then the number which is one less than one-third, shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election. As between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 51 At the general meeting at which a Director retires in accordance with Article 50, the Society may fill the vacated office by (a) electing a person recommended or proposed in accordance with Article 53, or (b) if the Director wishes to stand for re-election and follows the requirements of Article 52, re-electing the retiring Director, and in each case his/her election or re-election must be approved by a majority of the Members present (in person or by proxy) at the AGM
- 52 A retiring Director shall be eligible for re-election and must confirm to the Board whether he/she wishes to stand for re-election not less than six months prior to the date of his/her retirement. If a retiring Director confirms that he/she wishes to stand for re-election he/she must
- a. undergo a performance review and appraisal within the three months following the receipt of such confirmation by the Society, and
  - b. provide a CV or personal statement to the Chief Executive Officer (or acting Chief Executive Officer) of the Society no later than three months prior to the date of his/her retirement
- If a retiring Director fails to complete the aforementioned steps by the deadlines set out above, such Director will be deemed to have declined the opportunity to stand for re-election
- 53 No person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to the Board at such meeting unless, not less than three (3) nor more than twenty-one (21) days before the meeting, there shall have been left at the Office notice in writing signed by a Member, eligible to attend and vote at the meeting for which such notice is given, of his/her intention to propose such person for election accompanied by notice in writing signed by that proposed person of his/her willingness to be elected
- 54 Each and every Director must undergo a performance appraisal within six months following the first anniversary of his/her appointment or re-election

### Disqualification of Directors

55 The office of a Director shall be vacated -

- a if he/she becomes bankrupt or he/she makes any arrangement or composition with his/her creditors,
- b if he/she becomes incapable (in the sole discretion of the Board, acting unanimously) by reason of death, mental disorder, illness or injury of managing his/her property or affairs;
- c if he/she ceases to be a Member or an authorised representative of a Member,
- d if by notice in writing to the Society he/she resigns his/her office,
- e if he/she becomes prohibited from holding office by reason of an order made under any provision of the Company Directors Disqualification Act 1986,
- f if he/she is removed from office by a resolution duly passed pursuant to section 168 of the Act,
- g if he/she is removed from office by a resolution passed unanimously by the other Directors, or
- h if he/she fails to attend three consecutive meetings (including both general meetings and meetings of the Board) other than due to exceptional circumstances. Such reason for non-attendance is to be classified as exceptional or non-exceptional by the chairperson of the Board in his/her sole discretion

### Borrowing Powers

56 The Board may exercise all the powers of the Society to:

- a borrow money,
- b mortgage or charge its undertaking and property, or any part thereof, and
- c issue debentures, debenture stock or other securities,

whether outright or as the security for any debt, liability or obligation of the Society or of any third party subject to such consents as may be required by law

### Powers and Duties of the Board

57 Subject to applicable law, the requirements of these Articles and any regulations adopted by the Society in general meeting, the business of the Society shall be directed and managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Society as it thinks fit, and may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society but are not, by statute or by these Articles, required to be exercised or done in a general meeting. For the avoidance of doubt, no amendment of these Articles or regulation made by the Society in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

58 In exercising the powers of the Society, the Directors shall always be mindful that they are charity trustees within the definition of section 177 of the Charities Act 2011 as the persons having the general control, management and administration of a charity

#### The Officers

- 59 The Board shall appoint from its number a chairperson, a vice chairperson, a treasurer, and any such other officers of the Society as the Board may from time to time think necessary. Such other officers shall perform duties as may be prescribed by the Board. Officers of the Society shall hold office for an initial period of three years which, with the approval of the Board, may be extended for a further term of three years should the Director acting in such office choose to stand for re-election and be re-elected by the Members. In exceptional circumstances an officer may be appointed for subsequent terms of three years but each subsequent term of three years must be approved by the Society in a general meeting. Any officer may be removed at any time by the Society in a general meeting or by a resolution of the Board.
- 60 The chairperson shall act as chairperson of all the meetings of the Members and of the Board. He/she shall also perform such other duties as may be prescribed by these Articles, the Society in a general meeting or the Board.
- 61 The vice chairperson in the absence of the chairperson may perform the duties and exercise the powers of the chairperson and shall perform such other duties as may be prescribed by these Articles, the Society in a general meeting or the Board.
- 62 The treasurer shall perform such duties as may be prescribed by these Articles or the Board and, if and when directed so to do or the Board, shall keep full and accurate accounts of the receipts and disbursements of the Society and shall render to the Board at regular meetings of the Board or whenever they may require it a statement of the financial condition of the Society.

#### Life President, President, Vice Presidents and Patrons

- 63 The Board, in its sole discretion, may appoint a life president, president and one or more vice presidents and patrons of the Society. The terms and conditions of such appointments shall be determined by the Board in its sole discretion. Such persons shall not by virtue only of such appointments be Directors or Members of the Society.

#### Secretary

- 64 The Board, in its sole discretion, may choose to appoint a company secretary for such time, for such remuneration and upon such conditions as it thinks fit. Any secretary so appointed may be removed by the Board in its sole discretion.
- 65 The Board, in its sole discretion, may choose to appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there is no secretary or no secretary capable of acting.

#### The Seal

- 66 The seal of the Society shall only be affixed to an instrument
- a when authorised by a resolution of the Board, and
  - b in the presence of at least two Directors or of one Director and the secretary, and such Directors or Director and secretary shall sign every instrument to which the seal has been so affixed in their presence. For the avoidance of doubt, in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

### Proceedings of the Board

67 The Board may conduct its business, call, adjourn and otherwise regulate its meetings as it thinks fit, and may determine the quorum necessary for it to conduct such business. Unless otherwise determined by the Board, five (5) Directors shall be a quorum and no resolution of the Board may be passed if such quorum is not present at any meeting. Directors may be counted as present at the meeting and may count in the quorum if they dial into the meeting using a telephone or videoconferencing system. The Directors may act notwithstanding any vacancy in their body, provided always that if the number of Directors shall at any time be or be reduced in number to less than five (5), it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Society, appointing Members to the office of Director, or of summoning a general meeting, but not for any other purpose.

68 Notwithstanding the preceding Article, if at any time

- a there is a sole Director, or
  - b for the purposes of any meeting (or part of a meeting) held to authorise a Director's conflict in accordance with Article 78 below, there is only one eligible Director in office other than the conflicted director(s),
- the quorum for such meeting (or part of a meeting) shall be one eligible Director.

69 Questions arising at any meeting shall be decided by a majority of votes, with each Director being entitled to cast one (1) vote. In case of an equality of votes the chairperson shall have a casting vote.

70 A Director may, and on the request of a Director the secretary, if one has been appointed by the Board in accordance with Article 64 above, shall, at any time, summon a meeting of the Board by notice served upon each and every Director. Notwithstanding the preceding sentence, a Director who is absent from the United Kingdom shall not be entitled to receive notice of a meeting.

71 The chairperson or in his/her absence the vice chairperson shall preside at all meetings of the Board. In the absence of the chairperson and vice chairperson the Directors present shall choose one of their number to be chairperson of the meeting.

72 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Board generally.

73

- a The Board may delegate any of its powers of day to day administration to committees consisting of such Director or Directors as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated to it, conform to any regulations imposed on it by the Board. Any such committee may itself appoint sub-committees for particular purposes as required provided that all acts and proceedings of such committees or sub-committees shall be reported back to the Board as soon as possible and provided further that any such committee or sub-committee shall only incur expenditure in accordance with a budget previously agreed by the Board. For the avoidance of doubt, at least one (1) Director must sit on each committee and sub-committee at all times.

- b Notwithstanding (a) above, in order to extend the sources of advice, guidance and support available to it, the Board may create and appoint advisory committees consisting of individuals, whether Members of the Society or not, whose experience or qualifications relate to the objects of the Society and representatives of organisations or institutions with comparable purposes or capacities to assist the Society in pursuing its objectives. Appointments to such advisory committees may be made or terminated by the Board in its sole discretion. The

chairperson of the Board, or a person designated by the chairperson, shall preside at the meetings of any such advisory committee and such meetings may be attended by any Director.

- c The meetings and proceedings of all such committees, sub-committees and advisory committees shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board and any regulations adopted by the Society in general meeting, so far as applicable

74 All acts completed in a bona fide manner, by any meeting of the Board or of any committee or sub-committee of the Board, or by any person acting as a member of the same, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, be as valid as if every such person had been duly appointed, continued in office and was qualified to carry out such acts

75 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of all the proceedings of all the meetings of the Society (including meetings of the Board and of committees and sub-committees of the Board, if any) and all business conducted at such meetings. If any such minutes are signed by the chairperson of such meeting, or by the chairperson of the next succeeding meeting, they shall be sufficient evidence that the facts stated therein are true and correct

76 A resolution in writing signed by all the members for the time being of the Board or of any of its committees or sub-committees who are entitled to receive notice of a meeting of the Board or of such committee or sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee or sub-committee duly convened and constituted

77 A Director must declare the nature and extent of any interest, direct or indirect, which he/she has in any 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 "Conflict Matter" and such Director being a "Conflicted Director") as soon as practicable after becoming aware of such interest

78 Any Director other than the Conflicted Director may propose that the Conflict Matter be authorised, and the Directors may, if they consider that it is in the interests of the Society to authorise any Conflict Matter and on such terms as they may determine, authorise such Conflict Matter. Such authorisation shall be effected by a resolution of the Directors, save that the Conflicted Director and any other Director with a similar or related interest to the Conflict Matter will not count in the quorum, may not vote on the resolution, and may not be present at the part of the meeting at which there is discussion of the Conflict Matter.

79. A Director must absent himself/herself from any discussions of the Directors in which it is possible that a conflict may arise between his/her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest)

#### Accounts

80 The Board shall cause accounting records to be kept in accordance with the provisions of the Act

81 The accounting records shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Society

82 The Board shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Society in a general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in such provisions

83 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in accordance with the above Article, together with a copy of the auditor's report, and Board's report, shall, not less than twenty-one days before the date of such meeting, be sent to every member of, and every holder of debentures of, the Society, provided that this Article shall not require a copy of such documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures

#### Audit

84 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

#### Notices

85 A notice or communication may be served by the Society upon any Director (a) in person, (b) by sending it through the post addressed to such Director at his/her residential address as such address appears in the register of Directors for the time being, or (c) by sending it by email to such Director at the email address notified by him/her to the Society from time to time. For the purposes of this Article, if a Director communicates with the Society by email that shall be deemed notice from the Director of his/her correct email address

86 A notice or communication may be served by the Society upon any Member (a) in person, (b) by sending it through the post in a prepaid letter addressed to such Member at his/her registered address as such address appears in the register of Members for the time being, or (c) subject to notification from the Member in accordance with Article 87, by sending it by email to such Member at the email address notified by him/her to the Society (provided that, in the event that the Society becomes aware of the failure of such email communication, it shall send a hard copy to the relevant Member's registered address within 48 hours of becoming aware of such failure)

87 Any Member may at any time notify the Society of his/her email address and request that notices or communications are served on him/her by email only from that time on. It shall be the responsibility of the relevant Member to ensure that he/she informs the Society of any changes to that email address from time to time. The Society shall not include any email address provided by a Member on any publicly available part of the Society's registers

88 In the case of any notice or communication served on a Member by email, such Member shall be entitled to request that a hard copy of the document or information be sent to his/her registered address, in which event the Society must send the document or information in hard copy form to the Member within 21 days from the date of the Member's request, and no charge will be made against the Member.

89 Any Member described in the register of members by an address not within the United Kingdom who provides the Society with an address within the United Kingdom at which notices may be served upon him/her, shall be entitled to have notices served upon him/her at such address. Any such Member who does not provide the Society with an address within the United Kingdom shall not be entitled to receive any notices

90 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the notice is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. Any notice, if served by email, shall be deemed to have been served 48 hours after it is sent

### Dissolution

91 Clause 7 of the Memorandum relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles

### Rules or Bye Laws

92 The Board may from time to time make such rules or bye laws as it may deem necessary, expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership. In particular, but without prejudice to the generality of the foregoing, it may by such rules or bye laws regulate in so far as the same is not regulated by these Articles:

- a the admission and classification of Members, the rights and privileges of such Members, the conditions of membership, the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members,
- b the conduct of Members in relation to one another, and to the Society's servants,
- c the setting aside of the whole or any part or parts of the Society's premises (if any) at any particular time or times or for any particular purpose or purposes,
- d the procedure at general meetings and meetings of the Board and committees, sub-committees and advisory committees of the Board, and
- e all such matters as are commonly the subject matter of company rules

93 The Society in a general meeting shall have the power to alter or repeal the rules or bye laws and to make additions thereto and the Board shall adopt such means as it deems sufficient to bring to the notice of Members all such rules or bye laws, which so long as they shall be in force, shall be binding on Members, provided, nevertheless, that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles

### Indemnity and Insurance

94 Subject to the provisions of and so far as may be permitted by the Act or by any other law, every Director, auditor, secretary or other officer of the Society shall be entitled to be indemnified by the Society against all costs, charges, losses, expenses and liabilities incurred by him/her in the execution and discharge of his/her duties or in relation thereto including any liability incurred by him/her in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him/her as an officer or employee of the Society and in which judgment is given in his/her favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his/her part) or in which he/she is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him/her by the court

95 The Society may purchase and maintain for any Director, officer or auditor of the Society insurance against any liability which by virtue of any rule of law would otherwise attach to him/her in respect of any negligence, default, breach of duty or breach of trust of which he/she may be guilty in relation to the Society