

Bungay Arts and Theatre Society
Company Number 03313901

Articles of Association

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**BUNGAY ARTS AND THEATRE SOCIETY
ARTICLES OF ASSOCIATION**

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BUNGAY ARTS AND THEATRE SOCIETY
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1. Name

The Company's name is **Bungay Arts and Theatre Society** and in this document is called the "charity".

2. Interpretation

In these articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages, in each case registered with the charity;

'the articles' mean the charity's articles of association;

'clear days' in relation to the period of notice means a period excluding:

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

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

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

'the directors' means the directors of the charity. The directors are directors as defined by section 177 of the Charities Act 2011;

'electronic form' has the meaning given in Section 1168 of the Companies Act 2006;

'the memorandum' means the charity's memorandum of association;

'officers' includes the directors and secretary (if any);

'the seal' means the common seal of the charity, if it has one;

'secretary' means any person appointed to perform the duties of the secretary of the charity;

'United Kingdom' means Great Britain and Northern Ireland and

words importing one gender shall include all genders and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification or re-enactment of it for the time being in force.

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3. Liability of Members

The liability of the members is limited to a sum not exceeding £10, being the amount each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- (1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
- (2) payment of the costs, charges and expenses of winding up and
- (3) adjustment of the rights of the contributories among themselves.

4. Objects

The objects of the charity ("the Objects") are to provide or to assist in the provision of facilities for the recreational, educational, cultural, artistic or other leisure occupations in the interests of the social welfare of the inhabitants of Bungay and surrounding communities.

5. Powers

The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the charity has power to:

- (1) raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any statutory regulations;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the company will comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- (4) borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
- (5) co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (7) acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (8) set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions of that article.
- (10) manage funds by
 - (a) depositing or investing funds
 - (b) employing a professional fund-manager and
 - (c) arranging for the investments or the property of the charity to be held in the name of a nominee;
in the same manner and subject to the same conditions as the directors of a trust are permitted to do by the Trustee Act 2000;

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- (11) provide indemnity insurance for the directors in accordance with and subject to the conditions in section 189 of the Charities Act 2011;
- (12) pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

6. Application of Income and Property

- (1) The income and property of the charity shall be applied solely towards the promotion of the objects.
- (2)
 - (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
 - (b) A director may benefit from director indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - (c) A director may receive an indemnity from the charity in the circumstances specified in article 24.
 - (d) A director may not receive any other benefit or payment unless it is authorised by article 7.
- (3) Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:
 - (a) a benefit from the charity as a beneficiary of the charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the charity.

7. Benefits and Payments to Directors and Connected Persons

(1) General provisions

No director or connected person may:

- (a) buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity unless the payment or benefit is permitted by sub-clause (2) of this clause, or is authorised by the court or the prior written consent of the Commission has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting directors' or connected persons' benefits

- (a) A director or connected person may receive a benefit from the charity as a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the

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charity where that is permitted in accordance with and subject to the conditions in section 185 and 186 of the Charities Act 2011.

- (c) Subject to sub-clause (3) of this article, a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- (d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the charity or its directors (as the case may be) and the director or connected person supplying the goods ("the Supplier") under which the supplier is to supply the goods in question to or on behalf of the charity.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other directors are satisfied that it is in the best interests of the charity to contract with the Supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- (d) The Supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
- (e) The Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
- (f) The reason for their decision is recorded by the directors in the minute book.
- (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.

(4) In sub-clauses (2) and (3) of this clause:

- (a) "the charity" includes any company in which the charity:
 - a. holds more than 50% of the shares; or
 - b. controls more than 50% of the voting rights attached to the shares; or
 - c. has the right to appoint one or more directors to the board of the company;

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- (b) “connected person” includes any person within the definition set out in article 31 (Interpretation).

8. Declaration of Directors’ Interests

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

9. Conflicts of Interest and Conflicts of Loyalty

- (1) If a conflict of interest arises because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- (a) The conflicted director is absent from any part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) The conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting and
 - (c) The unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which involves a direct or indirect benefit of any nature to a director or to a connected person

Any director absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the directors on the matter.

10. Membership of the Charity

- (1) Members
- a. Subscribers to the Memorandum and such others persons or organisations as are admitted to membership in accordance with the rules made under this article shall be members of the company. No person shall be admitted as a member of the company unless his/her application for membership (through the completion of a signed membership form) is approved by the Directors. The form shall declare ‘I hereby apply to become a member of the company limited by guarantee and a registered charity and agree to be bound by its memorandum and articles of association and any rules made under these. I confirm that I support the company’s aims and work. Should the Company be wound up, I promise to pay the sum of up to £10 towards its debts, if asked to do so, and I understand that this liability will continue for one year after I cease to be a member. I agree that the company may share the above contact details with the directors, members and senior staff.’
 - b. Directors are also considered to be members.

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- (2) The Membership Secretary shall maintain a register of names and addresses of the members.
- (3) **Members' Rights**
 - a. All members shall have the right to be notified of and attend general meetings of the company and to vote at these meetings if the Articles give them voting rights. Members attending the Annual General Meeting have the right to receive the audited accounts, appoint the examiners for the next financial year, hear the trustees' annual report and financial report and vote in the directors for the following year (if necessary).
 - b. Under company law, members have the right to remove a director from office by calling a general meeting with at least 28 days' notice in writing to all members and directors. A meeting can only be called if 10% of the members or 10 members, whichever is greater, request it. At this meeting the director concerned has the right to put his/her case, either verbally or in a written statement. If the voting members then pass a resolution to remove him/her by a simple majority (more than 50%) which shall include votes cast by post or mail, then she/he must stand down.
 - c. All members shall receive notice of the charity's general meetings in accordance with the articles;
 - d. All members shall be entitled to vote at the charity's general meetings;
 - e. Any member may nominate a person to be a trustee of the charity provided that:
 - i. the nomination is seconded by another member and that both the person proposing the nominee and the person who seconds that nomination sign the nomination form and that
 - ii. notice of nomination is received by the Company Secretary or an Officer of the Company not less than twenty-one or no more than thirty-five days before the general meeting, such notice giving details of the nominee's full name, his/her address and contact details and being signed by both the member nominating the person and the person who seconds that nomination and that
 - iii. written agreement by the person being nominated is received by the Company Secretary or an Officer of the Company not less than fourteen and no more than thirty-five clear days before the general meeting, such agreement stating that the nominee meets the qualifying criteria and understands and agrees to his/her obligations as a director and that
 - iv. the person nominated would not be disqualified from acting as a director under the provisions of article 16(1) of the articles.
- (4) Details of all persons nominated to be directors shall be circulated to all members together with notice of the general meeting, which notice shall give details of the business of the meeting, including details of those directors who will retire by rotation;
- (5) Any member who wishes to cease being a member shall advise the Company Secretary or Membership Secretary accordingly, who shall advise them of the date which they are deemed to have ceased membership.
- (6) Unless the directors or the company in general meeting shall make other provision the directors may in their absolute discretion permit any member of the company to retire, provided that after such retirement the number of members is not less than two.
- (7) Charity members have the following additional rights:
 - a. To receive a copy of the Memorandum and Articles of Association;
 - b. To inspect the Register of Members on reasonable notice during normal office hours;
 - c. To call a General Meeting if the directors refuse or fail to do so, as long as members with 10% or 10 members whichever is the greater, with voting rights sign a request

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to the company secretary to call the meeting. If no meeting has been held in the past 12 months, then this figure is reduced to 5% or 5 members whichever is the greater;

- d. To a copy of the audited accounts and annual report at least 3 weeks before each AGM;
- e. To protection against 'unfair prejudice' – that is, from being harmed or oppressed by directors' actions or failures to act, where the members concerned are in a minority;
- f. To sue on behalf of the company, individual directors who misuse their powers or fail in their duties and cause the company to lose money or resources as a result.

(8) Admission of new members

a. Eligibility

- i. Membership of the charity is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member by acceptance of the provisions of membership as set out in the declaration in clause 1(a) of this article and also the duty of members as per clause 10 of this article.
- ii. A member may be an individual, a corporate body, or an individual representing an organisation which is not incorporated.

b. Admission procedure. The directors:

- i. may require applications for membership to be made in any reasonable way that they decide;
- ii. shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
- iii. may refuse an application for membership if they believe that it is in the best interests of the charity for them to do so;
- iv. shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- v. shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(9) Transfer of membership

Membership of the charity cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the charity has received written notification of the transfer.

(10) Duty of members

It is the duty of each member of the charity to exercise his or her powers as a member of the charity in the way he or she decides in good faith would be most likely to further the purposes of the charity.

(11) Termination of membership

a. Membership of the charity comes to an end if:

- i. the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
- ii. the member sends a notice of resignation to the directors; or
- iii. any sum of money owed by the member to the charity is not paid in full within six months of its falling due; or

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- iv. directors decide that it is in the best interests of the charity that the member in question should be removed from membership and pass a resolution to that effect.
- b. Before the directors take any decision to remove someone from membership of the charity they must:
 - i. inform the member of the reasons why it is proposed to remove him, her or it from membership;
 - ii. give the member at least 21 clear days' notice in which to make representations to the directors as to why he, she or it should not be removed from membership;
 - iii. at a duly constituted meeting of the directors, consider whether or not the member should be removed from membership;
 - iv. consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - v. allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

11. Members' Decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this article, decisions of the members of the charity may be taken either by vote at a general meeting as provided in sub-clause (2) of this article or by written resolution as provided in sub-clause (3) of this article.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this article, any decision of the members of the charity may be taken by means of a resolution at a general meeting. Such a resolution shall be subject to the provisions of article 12(6) (Voting at general meetings).

(3) Taking ordinary decisions by written resolution without a general meeting

- a. Subject to sub-clause (4) of this article, a resolution in writing agreed by a simple majority of more than 50% of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
 - i. a copy of the proposed resolution has been sent to all the members eligible to vote and that
 - ii. a simple majority of members (more than 50%) has signified its agreement to the resolution in a document or documents which are received at the principal office of the charity within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the charity has specified.
- b. The resolution in writing may comprise several copies to which one or more members have signified their agreement
- c. Eligibility to vote on the resolution is limited to members who are members of the charity on the date when the proposal is first circulated in accordance with paragraph (a) above;

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- d. Not less than 10 members or 10% of the total membership whichever is the greater of the charity may request the directors to make a proposal for decision by the members:
 - e. The directors must within 21 days of receiving such a request comply with it if:
 - i. The proposal is not frivolous or vexatious and does not involve the publication of defamatory material;
 - ii. The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
 - iii. Effect can lawfully be given to the proposal if it is so agreed.
 - f. Sub-clauses (a) to (e) of this clause apply to a proposal made at the request of members.
- (4) Decisions that must be taken in a particular way
- a. Any decision to remove a director must be taken in accordance with article 16;
 - b. Any decision to amend this constitution must be taken in accordance with article 29 of these articles (Amendment of Constitution);
 - c. Any decision to wind up or dissolve the charity must be taken in accordance with article 30 of these articles (Voluntary Winding-up or Dissolution). Any decision to amalgamate or transfer the undertaking of the charity to one or more other charities must be taken in accordance with the provisions of the Charities Act 2011.

12. General Meetings of Members

(1) Types of General Meeting

There must be an annual general meeting (AGM) of the members of the charity. The first AGM must be held within 18 months of the registration of the charity, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect directors as required under article 14. Other general meetings of the members of the charity may be held at any time.

All general meetings must be held in accordance with the following provisions

(2) Calling General Meetings

- a. The directors
 - i. must call the annual general meeting of the members of the charity in accordance with sub-clause (3) of this article and identify it as such in the notice of the meeting; and
 - ii. may call any other general meeting of the members at any time.
- b. The directors must, within 21 days, call a general meeting of the members of the charity if:
 - i. they receive a request to do so from at least 10 members or 10% of the total membership whichever is the greater of the charity and
 - ii. the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request;
 - iii. If, at the time of any such request, there has not been any general meeting of the members of the charity for more than 15 months, then sub-clause (b)(i) of this clause shall have effect as if 5 members or 5% were substituted for 10 members or 10%;

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- iv. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting;
- v. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious;
- vi. Any general meeting called by the directors at the request of the members of the charity must be held within 28 days from the date on which it is called;
- vii. If the directors fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting;
- viii. A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting;
- ix. The charity must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the directors to call the meeting requested but the charity shall be entitled to be indemnified by the directors who were responsible for such failure.

(3) Notice of general meetings

- a. The minimum periods of notice required to hold a general meeting are:
 - i. twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - ii. fourteen clear days for all other general meetings.
- b. If it is agreed by not less than 90% of all members of the charity, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution or by the Charities Act 2011.
- c. The notice of any general meeting must:
 - i. specify the time and date and place of the meeting;
 - ii. if the meeting is to be an annual general meeting, the notice must say so;
 - iii. give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - iv. if a proposal to alter the constitution of the charity is to be considered at the meeting, include the text of the proposed alteration;
 - v. include, with the notice for the AGM, the annual statement of accounts and directors' annual report, details of persons standing for election or re-election as trustee, or where allowed under article 23, details of where the information may be found on the charity's website;
 - vi. the notice must be given to all the members and to the directors and auditors or examiners.
- d. Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent;

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- e. The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the charity.

(4) Chairing of general meetings

The person nominated as chair by the directors under clause 19(2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the charity who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

- a. No business may be transacted at any general meeting of the members of the charity unless a quorum is present when the meeting starts;
- b. Subject to the following provisions, the quorum for general meetings shall be the greater of 10% of the total number of members or 10 members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person;
- c. If the meeting has been called by or at the request of the members and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the meeting is closed;
- d. If the meeting has been called in any other way and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the meeting will stand adjourned until the same day in the next week at the same time and place or to such time and place that the directors may determine;
- e. If a quorum is not present within 30 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum;
- f. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the directors but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

- a. Subject to the provisions of article 14, any decision other than one falling within article 11(4) shall be taken by a simple majority of more than 50% of votes cast at the meeting, which will include votes cast by post and email.
- b. A resolution put to the vote at a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll (defined as a counted vote or ballot, usually (but not necessarily) in writing) may be demanded by the chair, or by at least 10% of the members or 10 members whichever is the greater, present in person;
- c. The poll demanded may be conducted by the raising of hands or by private written ballot at the discretion of the chair or at the request of a member supported by at least 10% of those present or 10 members whichever is the greater.
- d. A poll on a question of adjournment must be taken immediately.
- e. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such a manner as the chair of the meeting shall decide, but this must be done within 30 days of the demand for the poll.
- f. A poll may be taken:
 - i. at the meeting at which it was demanded; or
 - ii. at some other time and place specified by the chair; or
 - iii. through the use of postal or electronic communications.
- g. In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote;

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- h. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.
- (7) Representation of organisations and corporate members
 - a. An organisation or a corporate body that is a member of the charity may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the charity.
 - b. The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the charity.
- (8) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

13. Directors

- (1) Those persons elected to be trustees by the members of the charity or co-opted to be trustees by the directors of the company shall be directors of the company.
- (2) Functions and duties of directors

The directors shall manage the affairs of the charity and may for that purpose exercise all the powers of the charity. It is the duty of each director:

 - a. to exercise his/ her powers and to perform his or her functions as a director of the charity in the way he or she decides in good faith would be most likely to further the purposes of the charity and
 - b. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - i. any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - ii. if he or she acts as a director of the charity in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
- (3) Eligibility for directorship
 - a. Every director must be a natural person.
 - b. No one may be appointed as a director:
 - if he or she is under the age of 16 years; or
 - if he or she would automatically cease to hold office under the provisions of clause 16 (Retirement and Removal of directors).
 - c. No one is entitled to act as a director whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the directors decide, his or her acceptance of the office of director.
- (4) Number of directors
 - a. There must be at least three directors. If the number falls below this minimum, the remaining director or directors may act only to call a meeting of the directors, or appoint a new director.
 - b. Unless the directors otherwise provide, the maximum number of directors is eleven except for ex-officio directors, who may be appointed in accordance with clause 14(5) and who shall not be included in the number of directors for the purpose of calculating the maximum number of directors. Except for ex-officio directors, the directors may not appoint any director if as a result the number of directors would exceed the maximum.

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14. Appointment of Directors

(1) Retirement by Rotation of Directors

- a. At every annual general meeting of the members of the charity, one-third of the directors shall retire from office. If the number of directors is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one director, he or she shall retire;
- b. The directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any directors were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- c. The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (4)(Co-option of directors) of this article;
- d. Directors retiring by rotation may offer themselves for reappointment;
- e. Details of those directors retiring by rotation, and details of those directors retiring by rotation and who offer themselves for reappointment, shall be included in the notice of the annual general meeting at which they retire or, if separately advised, at least one week before the annual general meeting.

(2) Candidates for Appointment as trustees

- a. Before each general meeting at which directors are required to retire by rotation, those directors who offer themselves for re-election and those members who have been nominated to be trustees shall, at least 14 days before that meeting, each submit a statement with details of relevant experience and/or qualifications to be trustees. All statements shall be circulated to all members before the relevant general meeting.
- b. At each general meeting at which directors are required to retire by rotation, the chairperson shall advise the meeting of the details of those directors who retire by rotation and who offer themselves for re-election and any persons who have been nominated to be trustees.
- c. The chair shall afford the opportunity to all candidates to address the meeting.

(3) Voting for the Appointment of Trustees

- a. If the number of candidates is the same as or less than the number of vacancies, then there shall be a ballot for each candidate and a candidate (whether for re-election or a new candidate) shall be considered appointed if he or she receives more than 50% of the votes, including those votes received by post or email.
- b. If the number of candidates is greater than the number of vacancies, then there shall be a ballot for each candidate and those candidates with a simple majority of votes (greater than 50%), which will include votes cast by post or email, shall have their names included on a ballot paper, a copy of which shall be given to every member present at the meeting. Each member shall be entitled to complete this ballot paper and the procedure shall be as follows:
 - i. Members shall rank all candidates as they wish to vote for in order of preference, i.e. with their most preferred candidate being 1, their second choice (if any) being 2, their third choice (if any) being 3 and so on, up to the number of candidates there are.
 - ii. Those candidates ranked 1 shall score the maximum number of points, which number shall equal the total number of candidates. Those candidates ranked 2 shall score one point less than those candidates ranked 1. Those candidates ranked 3 shall score one point less than those candidates ranked 2, and so on until the scores of all candidates ranked have been calculated.

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- iii. The scores of all candidates shall be accumulated and those who have the highest ranking shall be elected as directors, up to the number of vacancies available.
 - c. Members may vote for themselves.
 - d. The votes shall be counted by a committee comprising one director, one member and the most senior member of staff present at the meeting.
 - e. In the event of a tie between two or more potential directors, a further ballot of those present in person shall be held. In the event of a further tie, the Chairperson shall cast the deciding vote;
 - f. Ex-officio directors do not have voting rights.
- (4) Co-option of Directors
- a. Subject to sub-clause c. of this clause, the directors may at any time decide to co-opt a new trustee, whether in place of a trustee who has retired or been removed in accordance with article 16 (Retirement and removal of directors), or as an additional trustee, provided that the limit on the number of directors specified in clause 12(3)(b) would not as a result of such co-option be exceeded;
 - b. A person so co-opted by the directors of the charity shall retire at the next annual general meeting after the date of his or her co-option, and shall not be counted for the purpose of determining which of the directors is to retire by rotation at that meeting.
 - c. The directors may not co-opt any person as a trustee if that person had been nominated to be a trustee and not been approved by a majority of members entitled to vote.
- (5) Appointment of ex officio director[s]
- a. The directors may invite representatives of organisations to be ex-officio directors as may be considered appropriate by the directors from time to time to pursue its aims. These representatives shall automatically, by virtue of holding that office ("ex officio"), be directors.
 - b. Such ex officio directors shall when appointed be given the date of the termination of their term but, if a majority of the core-directors (see (f) below) consider it beneficial to the aims of the charity, they may have their term extended by a year at a time.
 - c. Such directors who are appointed as ex officio directors will not be considered to be part of the maximum number of directors.
 - d. Ex Officio directors do not have voting rights.
 - e. An organisation which is represented by an ex officio director may apply to the directors to replace the sitting ex officio director representing it if that person leaves their position.
 - f. The core directors, i.e. those directors who are not ex officio directors, must vote on the replacement candidate which will be accepted on a vote of 70% of the core directors. If this percentage is not met then the organisation will be asked to put forward another candidate.

15. Information for New Directors

The directors will make available to each new director, on or before his or her first appointment:

- a. a copy of this constitution and any amendments made to it; and
- b. a copy of the trustees' annual report and statement of accounts.

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16. Retirement and Removal of Directors

- (1) A director ceases to hold office if he or she:
- a. ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - b. is disqualified from acting as a trustee by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
 - c. ceases to be a member of the charity;
 - d. in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - e. resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect) or
 - f. is absent without the permission of the directors from all their meetings held within a period of six months and the directors resolve that his or her office be vacated;
- (2) A director shall be removed from office if a resolution to remove that director is proposed at a general meeting of the members called for that purpose and properly convened in accordance with the provisions clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting, including votes cast by email or post.
- (3) A resolution to remove a director in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the charity.

17. Reappointment of Directors

Any person who retires as a director by rotation or by giving notice to the charity is eligible for reappointment.

18. Taking of Decisions by Directors

Any decision may be taken either:

- a. at a meeting of the directors; or
- b. by resolution in writing or electronic form agreed by all of the directors, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

19. Delegation of Powers and Authority by Directors

1. The directors may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The directors may at any time alter those terms and conditions, or revoke the delegation.
2. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the directors, but is subject to the following requirements
 - a. a committee may consist of two or more persons, but at least one member of each committee must be a director;

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- b. the acts and proceedings of any committee must be brought to the attention of the directors as a whole as soon as is reasonably practicable; and
 - c. the directors shall from time to time review the arrangements which they have made for the delegation of their powers.
- 3. The directors may delegate their authority to execute documents to an individual director or to another person and, if they do, they must determine the terms and conditions on which the delegation is made. The directors may at any time alter those terms and conditions, or revoke the delegation.

20. Meetings and Proceedings of Directors

- 1. Calling meetings
 - a. Any director may call a meeting of the directors;
 - b. Subject to that, the directors shall decide how their meetings are to be called, and what notice is required;
 - c. The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- 2. Chairing of meetings

The directors may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the directors present may appoint one of their number to chair that meeting.
- 3. Procedure at meetings
 - a. The directors may regulate their proceedings as they think fit, subject to the provisions of the articles;
 - b. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two directors, or the number nearest to one third of the total number of directors, whichever is greater, or such larger number as the directors may decide from time to time. A director shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote. ('Present' includes being present by electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.)
 - c. Questions arising at a meeting shall be decided by a majority of those eligible to vote.
 - d. In the case of an equality of votes, the chair shall have a second or casting vote.
- 4. Participation in meetings by electronic means
 - a. A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants;
 - b. Any director participating at a meeting by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting;
 - c. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

21. Saving Provisions

- 1. Subject to sub-clause (2) of this clause, all decisions of the directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
 - a. who was disqualified from holding office;

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- b. who had previously retired or who had been obliged by the constitution to vacate office;
 - c. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
 - d. if, without the vote of that director and that director being counted in the quorum, the decision has been made by a majority of the directors at a quorate meeting.
2. Sub-clause (1) of this clause does not permit a director to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for clause (1), the resolution would have been void, or if the director has not complied with Clause 7 (Conflicts of interest).

22. Execution of Documents

- 1. The charity shall execute documents by signature;
- 2. A document is validly executed by signature if it is signed by at least two of the directors or by one of the directors or by another person if, at a meeting of the directors, the directors have delegated authority to that director or to that other person deemed appropriate to so execute the document in question in accordance with clause 18(3).

23. Means of Communication to be used

- 1. Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- 2. Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents of the time being.
- 3. Any notice to be given to or by any person pursuant to the articles
 - a. must be in writing or
 - b. must be in electronic form.
- 4. The charity may give any notice to a member either:
 - a. personally or
 - b. by sending it by post in a prepaid envelope addressed to the member at his or her address or
 - c. by leaving it at the address of the member or
 - d. by giving it in electronic form to the member's address or
 - e. by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- 5. A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled too receive any notice from the charity.
- 6. Proof of notice
 - a. proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given;
 - b. proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

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- c. in accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given
 - i. 48 hours after the envelope containing it was posted or
 - ii. in the case of an electronic form of communication, 48 hours after it was sent.

24. Indemnity

- 1 The charity shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 2 In this article a 'relevant director' means any director or former director of the charity.

25. Minutes

The directors must keep minutes of all:

- 1. appointments of officers made by the directors;
- 2. proceedings at general meetings of the charity;
- 3. meetings of the directors and committees of directors including:
 - a. the names of the directors present at the meeting;
 - b. the decisions made at the meetings; and
 - c. where appropriate the reasons for the decisions.
- 4. decisions made by the directors otherwise than in meetings.

26. Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance

- 1. The directors must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the charity, within 10 months of the financial year end;
- 2. The directors must comply with their obligation to inform the Charity Commission within 28 days of any change in the particulars of the charity entered on the Central Register of Charities.

27. Rules

- (1) The directors may from time to time make such rules as they may deem necessary or expedient or convenient for the proper conduct and management of the charity and for the purposes of prescribing classes of and condition of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate:
 - a. the admission and classification of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the condition of such membership and the terms on which such members may resign or have their membership terminated);
 - b. the conduct of members of the company in relation to each other and to the charity's servants;
 - c. the setting aside of the whole or part of any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - d. the procedures at general meetings and meetings of the directors and committees of the directors in so far as such procedure is not regulated by the articles;

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- e. generally, all such matters as are commonly the subject matter of charity rules.
- (2) The charity in general meeting shall have the power to alter, add to or repeal any or all of such rules;
- (3) The directors shall adopt such means as they think sufficient to bring to the notice of the members of the company all such rules, which shall be binding on all members of the company provided that no rule shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

28. Disputes

If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

29. Amendment of Constitution

As provided by clauses 224-227 of the Charities Act 2011:

1. This constitution can only be amended by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the charity, which will include votes cast by post and email.
2. Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by directors or members of the charity or persons connected with them, requires the prior written consent of the Charity Commission.
3. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
4. A copy of any resolution altering the constitution, together with a copy of the charity's constitution as amended, must be sent to the Charity Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

30. Voluntary Winding-up or Dissolution

1. The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
 - a. directly for the Objects or
 - b. by transfer to any charity or charities for purposes similar to the Objects or
 - c. to any charity or charities for use for particular purposes that fall within the objects.
2. Subject to any such resolution of the members of the charity, the directors of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
 - a. directly for the objects or
 - b. by transfer to any charity or charities for purposes similar to the objects or
 - c. to any charity or charities for use for particular purposes that fall within the Objects.
3. In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except a member that is itself a charity) and if no resolution in

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accordance with clause 1 of this article is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

31. Interpretation

1. In these articles "connected person" means:
 - a. a child, parent, grandchild, grandparent, brother or sister of a director;
 - b. the spouse or civil partner of a director or of any person falling within sub-clause (a) above;
 - c. a person carrying on business in partnership with a director or with any person falling within sub-clause (a) or (b) above;
 - d. an institution which is controlled
 - i. by a director or any connected person falling within sub-clause (a), (b), or (c) above; or
 - ii. by two or more persons falling within sub-clause (d)(i), when taken together
 - e. a body corporate in which:
 - i. the director or any connected falling within sub-clauses (a) to (c) above has a substantial interest
 - ii. two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest
 - f. Sections 350-352 of the Charities act apply for the purpose of interpreting the terms used in this article.