

## Articles of Association of the Egypt Exploration Society

1. The company's name is The Egypt Exploration Society (and in this document it is called 'the Society').

### Interpretation

2. In the 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 Society;

"the Articles" means the Society's Articles of Association;

"the Society" means the company intended to be regulated by the Articles;

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

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

"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 Society;

"the Trustees" means the directors of the Society as defined in the Companies Acts. The directors are charity trustees as defined by section 97 of the Charities Act 1993;

"Connected Person" means any person falling within one of the following categories and where payment to that person might result in the Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;

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

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

"officers" includes the Trustees and the secretary;

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

"secretary" means any person appointed to perform the duties of the secretary of the Society;

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

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

Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Society.

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

### Liability of members

3. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £2, or, in case of his liability becoming unlimited, such other amount as may be required in pursuance of Article 60.

## **Objects**

4. The Objects of the Society are specifically restricted to the following:

- (A) to advance the education of the public with reference to Ancient and Medieval Egypt and countries in the same region;  
and
- (B) to promote art, culture and heritage by raising the knowledge, awareness and understanding of the language, history, arts, culture, religion and all other matters relating to Ancient and Medieval Egypt and countries in the same region.

## **Powers**

5. The Society has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Society has power:

- (1) to raise funds. In doing so, the Society must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- (4) to borrow money and to charge the whole or any part of the property belonging to the Society as security for the repayment of the money borrowed or as security for a grant or a discharge of an obligation. The Society must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate a Trustee only to the extent it is permitted to do so by Article 7 and provided it complies with the conditions in that Article;
- (10) to:
  - (a) deposit or invest funds;
  - (b) employ a professional fund-manager; and
  - (c) arrange for the investments or other property of the Society to be held in the name of a nominee;  
  
in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (11) to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;

## **Application of income and property**

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

## Trustees' benefits

7. (1) Except as provided below no part of the income and property of the Society may be paid or transferred directly or indirectly by way of benefit to the members of the Society and no Trustee may receive any remuneration or other benefit in money or money's worth from the Society (including and in particular that no Trustee may receive any remuneration or other benefit in return for his or her service of acting as a Trustee of the Society subject to the prior written consent of the Charity Commission). This shall not prevent any payment in good faith by the Society of:
- (A) any payments made to any member, Trustee or Connected Person in their capacity as a beneficiary of the Society;
  - (B) reasonable and proper out of pocket expenses of the Trustees;
  - (C) reasonable and proper remuneration to any Trustee for any goods or services supplied to the Society on the instructions of the Trustees (excluding the service of acting as Trustee and services performed under a contract of employment with the Society) provided that:
    - (i) the procedure described in Article 46 of the Articles (Conflicts of Interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision; and
    - (ii) this provision together with Article 7.1 (D) may not apply to more than half of the Trustees in any financial year (and for these purposes such provisions shall be treated as applying to a Trustee if they apply to a person who is a Connected Person in relation to that Trustee).
  - (D) reasonable and proper remuneration to any person (not being a Trustee) for any goods or services supplied to the Society (including services performed under a contract of employment with the Society subject to the prior written consent of the Charity Commission) provided that:
    - (i) if such person is a Connected Person the procedure described in Article 46 of the Articles (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person; and
    - (ii) this provision together with Article 7.1(C) may not apply to more than half of the Trustees in any financial year (and for these purposes such provisions shall be treated as applying to a Trustee if they apply to a person who is a Connected Person in relation to that Trustee);
  - (E) interest on money lent by any member, Trustee or Connected Person at a reasonable and proper rate;
  - (F) any reasonable and proper rent for premises let by any member, Trustee or Connected Person;
  - (G) reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 11;
  - (H) any payments made to any Trustee or officer under the indemnity provisions set out at Article 58;
- (2) The restrictions on benefits and remuneration conferred on members of the Society and on the Trustees by Article 7.1 and the exceptions to such restrictions in Article 7.1 (A)-(H) inclusive of these Articles of Association shall apply equally to benefits and remuneration conferred on members of the Society and on the Trustees by any Subsidiary Company, and for this purpose references to the Society in Article 7.1 (C) and 7.1 (D) shall be treated as references to the Subsidiary Company and references to a Trustee in Article 7.1 (C) and 7.1 (D) shall be treated as references to a director of the Subsidiary Company.
- (3) For any transaction authorised by Article 7.1, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Society shall be disapplied provided the relevant provisions of Article 7.1 have been complied with.

## Members

8. (1) Every person who wishes to become a member shall apply to the Society in such form as the Trustees require. The Trustees shall have power to admit persons to membership and may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.

- (2) The Trustees may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members.
- (3) Membership is not transferable.
- (4) The Trustees must keep a register of names and addresses of the members.

### **Classes of membership**

9. (1) The Trustees may establish classes of membership with different rights and obligations and may at their discretion levy subscriptions at different rates on different classes or categories of members and shall record the rights and obligations in the register of members.
- (2) The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
  - (a) three-quarters of the members of that class consent in writing to the variation; or
  - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

### **Termination of membership**

10. Membership is terminated if:
  - (1) the member dies or, if it is an organisation, ceases to exist;
  - (2) the member resigns by written notice to the Society unless, after the resignation, there would be fewer than two members;
  - (3) any sum due from the member to the Society is not paid in full within six months of it falling due;
  - (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Society that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
    - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
    - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting.

### **General meetings**

11. An annual general meeting must be held in each calendar year and not more than fifteen months may elapse between successive annual general meetings.
12. (1) The Trustees may call a general meeting at any time.
  - (2) In addition to the power of members to require the Trustees to call a general meeting set out in the Companies Acts, the Trustees shall be required to call a general meeting if requested to do so by at least 50 members of the Society having the right to attend and vote at general meetings. The provisions of SS.303-305 of the Companies Act 2006 shall apply mutatis mutandis to any such request.

### **Notice of general meetings**

13. (1) The minimum period of notice required to hold an annual general meeting or a general meeting of the Society is fourteen clear days.
  - (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 95% of the total voting rights.

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 20.

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

### **Proceedings at general meetings**

15. (1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is:

(a) 30 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting;  
or

(b) one tenth of the total membership at the time

whichever is the lesser.

(3) The authorised representative of a member organisation shall be counted in the quorum.

16. (1) If:

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

(b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Trustees shall determine.

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

(3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

17. (1) General meetings shall be chaired by the Chair appointed under Article 42 (1) but if there is no such Chair, or if he or she is not present within fifteen minutes of the time appointed for the meeting and willing to act, by the Vice-Chair appointed under Article 42 (1).

(2) If there is no such Vice-Chair or if he or she is not present within fifteen minutes of the time appointed for the meeting and willing to act, a Trustee nominated by the Trustees shall chair the meeting.

(3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.

(4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

18. (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

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

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

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

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

(a) by the person chairing the meeting; or

- (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
  - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Society but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- (6) In the case of an equality of votes, whether on a show of hands or on a poll, the person chairing the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

### **Content of proxy notices**

20. (1) Proxies may only be validly appointed by a notice in writing (a 'proxy notice') which –
- (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
  - (d) is delivered to the Society in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as –
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **Delivery of proxy notices**

21. (1) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that member.
- (2) An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a member in person at a meeting automatically revokes any appointment by that member of a proxy.
- (4) If a proxy notice is not executed by the member appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

### **Written resolutions**

22. (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75% of the members who would have been entitled to vote upon it had it been proposed at a general meeting) shall be effective provided that:
  - (a) a copy of the proposed resolution has been sent to every eligible member;
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 56 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

23. Subject to Article 9, every member, whether an individual or an organisation, shall have one vote.
24. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
25. (1) Any organisation that is a member of the Society may nominate any person to act as its representative at any meeting of the Society.
- (2) The organisation must give written notice to the Society of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless notice has been received by the Society. The representative may continue to represent the organisation until written notice to the contrary is received by the Society.
- (3) Any notice given to the Society will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the representative has been properly appointed by the organisation.

### **Trustees**

26. (1) A Trustee must be a natural person aged 18 years or older who is a member of the Society.
  - (2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 37.
  - (3) No one may be appointed a Trustee if he or she has previously been a Trustee for a period of six consecutive years or more, unless on the date of appointment at least 12 months have elapsed since he or she last held office as such.
27. The number of Trustees shall be not less than six but (unless otherwise determined by ordinary resolution) shall not be more than fifteen.

28. A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

#### **Powers of Trustees**

29. (1) The Trustees shall manage the business of the Society and may exercise all the powers of the Society unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.

(2) No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

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

#### **Retirement of Trustees**

30. At each annual general meeting one-third of the Trustees or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one Trustee he or she must retire.

31. (1) The Trustee to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(2) If a Trustee is required to retire at an annual general meeting by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.

#### **Appointment of Trustees**

32. Subject to Article 26, the Society may by ordinary resolution:

(1) appoint a member who is willing to act to be a Trustee; and

(2) determine the rotation in which any additional Trustees are to retire.

33. No member other than a Trustee retiring by rotation may be appointed a Trustee at any general meeting unless:

(1) he or she is recommended for election by the Trustees; or

(2) not less than 70 nor more than 250 clear days before the date of the meeting, the Society is given a notice that:

(a) is signed by a member entitled to vote at the meeting;

(b) states the member's intention to propose the appointment of a member as Trustee;

(c) contains the details that, if the member were to be appointed, the Society would have to file at Companies House; and

(d) is signed by the member who is proposed to show his or her willingness to be appointed.

34. All members who are entitled to receive notice of a general meeting must be given not less than 10 nor more than 70 clear days notice of any resolution to be put to the meeting to appoint a Trustee other than a Trustee who is to retire by rotation.

35. (1) The Trustees may appoint a member who is willing to act to be a Trustee.

(2) A Trustee appointed by a resolution of the other Trustees must retire at the next annual general meeting and must not be taken into account in determining the Trustees who are to retire by rotation.

36. The appointment of a Trustee, whether by the Society in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

#### **Disqualification and removal of Trustees**

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

- (1) ceases to be a Trustee by virtue of any provision in the Companies Act or is prohibited by law from being a Trustee;
- (2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (3) ceases to be a member of the Society;
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) resigns as a Trustee by notice to the Society (but only if at least six Trustees will remain in office when the notice of resignation is to take effect);
- (6) is absent without the permission of the Trustees from three consecutive meetings and the Trustees resolve that his or her office be vacated; or
- (7) has held office for a period of seven consecutive years.

### **Remuneration of Trustees**

38. The Trustees must not be paid any remuneration unless it is authorised by Article 7.

### **Proceedings of Trustees**

39. (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- (2) Any Trustee may call a meeting of the Trustees.
  - (3) The secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee.
  - (4) Questions arising at a meeting shall be decided by a majority of votes.
  - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
  - (6) A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
40. (1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be six or such larger or smaller number as may be decided from time to time by the Trustees.
  - (3) a Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
41. If the number of Trustees is less than the number fixed as the quorum the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
42. (1) The Trustees shall appoint a Trustee to chair their meetings (the 'Chair') and a Vice-Chair (the 'Vice-Chair') and may determine for what period he or she is to hold office.
- (2) If no-one has been appointed Chair or if the Chair appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Vice-Chair, if he or she is then present and willing to preside within such period of ten minutes, shall chair the meeting. If neither the Chair nor Vice-Chair is present and willing to preside, then the Trustees present may appoint one of their number to chair that meeting.
  - (3) The Trustees may appoint a Trustee to be Treasurer of the Society and may determine for what period he or she is to hold office.
  - (4) The Chair, Vice-Chair and Treasurer shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Trustees.

43. (1) A resolution in writing or in electronic form agreed by a majority of the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held, provided that a copy of such resolution has been sent to all such Trustees.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement

#### **Delegation**

44. (1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book.
- (2) The Trustees may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed.
- (3) The Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

#### **Declaration of Trustees' interests**

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

#### **Conflicts of interest**

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

#### **Validity of Trustees' decisions**

47. (1) Subject to Article 47(2), all acts done by a meeting of Trustees or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- (d) the vote of that Trustee; and
  - (e) that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

- (2) Article 47(1) does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for Article 47(1), the resolution would have been void, or if the Trustee has not complied with Article 45 .

### **President and Vice Presidents**

48. The Society may by ordinary resolution appoint a member of the Society nominated by the Trustees and who is willing to act as such to be the President of the Society and any member so appointed shall hold office for a term of five years (unless terminated earlier by death or resignation). The Society may also by ordinary resolution appoint any member of the Society nominated by the Trustees and willing to act as such to be a Vice-President of the Society and any member so appointed shall hold office for life or until he or she resigns from office or ceases to be a member of the Society. There shall be only one President of the Society at any time but there is no limit on the number of Vice-Presidents who may be appointed.

### **Seal**

49. If the Society has a seal it must only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless so determined it shall be signed by a Trustee and by the secretary (if any) or by a second Trustee.

### **Minutes**

50. The Trustees must keep minutes of all:

- (1) appointments of officers made by the Trustees;
- (2) proceedings at meetings of the Society;
- (3) meetings of the Trustees and committees of Trustees including:
  - (a) the names of the Trustees present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions.

### **Accounts**

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

(2) The Trustees must keep accounting records as required by the Companies Acts.

### **Annual Report and Return and Register of Charities**

52. (1) The Trustees must comply with the requirements of the Charities Act 1993 with regard to the:

- (a) transmission of a copy of the statements of account to the Commission;
- (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
- (c) preparation of an Annual Return and the transmission of a copy of it to the Commission.

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

### **Means of communication to be used**

53. (1) Subject to the Articles, anything sent or supplied by or to the Society under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Society.

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

54. Any notice to be given to or by any member pursuant to the Articles:

- (1) must be in writing; or
- (2) must be given in electronic form.

55. (1) The Society may give 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 member 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.

(2) A member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.

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

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

(2) 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.

(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to have been given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

## **Indemnity**

58. Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Society shall be indemnified out of the assets of the Society in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Society may be indemnified out of the assets of the Society in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

## **Rules**

59. (1) The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Society.

(2) The bye laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the Society (including the admission of organisations to membership) and the rights, privileges and status of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;

- (c) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by the Articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) the Society in general meeting has the power to alter, add to or repeal the rules and bye laws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Society.
- (5) The rules or bye laws shall be binding on all members of the Society. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

### **Dissolution**

60. If upon the winding-up or dissolution of the Society, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of Article 7, 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 the aforesaid provision, then to some charitable object.