

THE COMPANIES ACTS 1985 TO 1989

**PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

THE NORTH OF ENGLAND ZOOLOGICAL SOCIETY

(Adopted by Special Resolution passed on 22 May 2007
and amended by Special Resolutions passed on 7 June 2013, 8 September 2015, 21 June 2016,
27 June 2017, 25 June 2019, 27 May 2021 and 9 June 2022)

1 Interpretation.

1.1 In these Articles, save where the context otherwise requires, the following words shall have the following meanings:

"the Act"	the Companies Act 1985 or any replacement of it coming into force following the adoption of these Articles;
"Address"	a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Society;
"Articles"	the articles of association of the Society from time to time;
"Business Days"	any day other than a Saturday or Sunday or public holiday in England and Wales;
"Clear Days"	in relation to the period of a notice means a period excluding: <ul style="list-style-type: none">• 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;
"Chairman"	the chairperson of the Trustees appointed in accordance with Article 10.2;
"Commission"	the Charity Commission for England and Wales;
"Co-opted Trustees"	Trustees appointed in accordance with Article 9.4;
"Elected Trustees"	Trustees elected in accordance with Article 12;
"Member"	includes life members, annual members and such other categories of membership as the Trustees may from time to time decide on in accordance with the rules made pursuant to Article 23;
"Memorandum"	the memorandum of association of the Society;
"Officers"	includes the Trustees and the Secretary;
"Seal"	the common seal of the Society if it has one;

"Secretary"	the secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary;
"Society"	the company intended to be regulated by these Articles;
"Trustees"	the directors of the Society. The Trustees are Charity Trustees as defined by Section 97 of the Charities Act 1993;
"United Kingdom"	Great Britain and Northern Ireland;
"Vice-chairmen"	the persons appointed as such by the Trustees in accordance with Article 10.2 and "Vice-chairman" shall be construed accordingly;

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

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

1.4 Apart from the exception in Article 1.3 a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2 Members.

2.1 At 31st March 2007 the Society had 29,052 Members consisting of 184 life members, 19,390 annual members and 9,478 non-voting junior members. Membership of the Society is open to individuals or organisations who apply to the Society in the form required by the Trustees; and are approved by the Trustees.

2.2 Subject to Article 2.5 below, the Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application in which case the Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision and consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

2.3 Membership of the Society is not transferable to anyone else.

2.4 The Trustees must keep a register of names and addresses of the Members.

2.5 The Trustees may, if they consider it in the interests of the Society to do so, set a figure for the maximum number of Members in any class of membership that the Society shall have ("the Cap"). Once the Cap is reached the Society shall not accept any further applications for membership until such time as the Trustees decide to remove the Cap, increase it or membership numbers fall below the Cap. The Trustees may at any time remove, reduce or increase the Cap previously established.

3 Classes, Rights and Obligation of Membership.

3.1 The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

3.2 All Members, except for those in non-voting categories of membership, have the right to receive notice of, attend and vote at general meetings of the Society.

3.3 All Members have the obligation to pay subscriptions due in respect of their membership and to comply with the Memorandum and Articles (including their obligations pursuant to clause 6 of the Memorandum).

4 Termination of Membership.

4.1 Membership is terminated if:

- (a) the Member dies or, if it is an organisation, ceases to exist;
- (b) the Member resigns by written notice to the Society unless, after the resignation, there would be less than two Members;
- (c) the Member is in breach of the Memorandum or Articles or any rule of the Society and, in the case of a breach capable of remedy, fails to remedy such breach within 28 days of being requested to do so by the Trustees;
- (d) the Member is removed from membership by a resolution of the Trustees passed in accordance with Article 4.2 that it is in the best interests of the Society that his or her membership is terminated;
- (e) the Member is removed from membership by a resolution of the Trustees passed in accordance with Article 4.2 following such Member's membership being suspended pursuant to the rules made pursuant to Article 23.

4.2 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 has been allowed to make written representations to the meeting. The Trustees shall consider such written representations as are made in this regard.

4.3 The Trustees' decision as to the termination of a Member's membership of the Society pursuant to Article 4.1(d) or Article 4.1(e) must be notified in writing to such Member but shall be final.

5. General meetings.

5.1 An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.

5.2 All general meetings other than annual general meetings shall be called extraordinary general meetings.

5.3 The Trustees may call an extraordinary general meeting at any time and extraordinary general meetings may also be requisitioned by the Members in accordance with the Act.

5.4 Any general meeting of the Society, including an annual general meeting, may, if the Trustees consider it appropriate, be held either virtually by electronic means or in hybrid format with some Members attending in person (in such numbers and at such place as determined by the Trustees with the means of selecting which Members attend in person to be determined by the Trustees) and some other Members attending virtually by electronic means.

5.5 The Society may send or supply documents or information required to be provided under the Articles or by the Act, including but not limited to meeting notices, accounts, financial statements or annual reports, to Members by making the documents or information available on a website in accordance with schedule 5 of section 1144 of the Companies Act 2006.

6 Notice of general meetings.

- 6.1 The minimum periods of notice required to hold a general meeting of the Society shall be as provided by the Act.
- 6.2 A general meeting may be called by shorter notice if it is so agreed and the provisions of the Act are complied with.
- 6.3 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.
- 6.4 The notice must be given to all the Members and to the Trustees and, where required by the Act, the auditors.
- 6.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

7 Proceedings at general meetings.

- 7.1 No business shall be transacted at any general meeting unless a quorum is present.
- 7.2 A quorum is whichever is the lower of:
 - (a) 20 Members entitled to vote upon the business to be conducted at the meeting; or
 - (b) one tenth of the total membership at the time.
- 7.3 The authorised representative of a member organisation shall be counted in the quorum.
- 7.4 If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the Trustees shall determine being not less than 10 and not more than 28 days after the date of adjournment. The Trustees must give at least seven Clear Days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 7.5 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 at that time shall constitute the quorum for that meeting.
- 7.6 In the case of any general meeting the Trustees may, notwithstanding the specification in the notice of the place of the general meeting (the "Principal Place") at which the chairman of the meeting shall preside, make arrangements for simultaneous attendance and participation at other places by Members and proxies entitled to attend the general meeting but excluded from the Principal Place under the provisions of this and/or the following Article. Such arrangements for simultaneous attendance at the meeting may include arrangements regarding the level of attendance as aforesaid at the other places provided that they shall operate so that any Members and proxies excluded from attendance at the Principal Place are able to attend at one of the other places. For the purpose of all other provisions of these Articles any such meeting shall be treated as being held and taking place at the Principal Place.
- 7.7 The Trustees may, for the purpose of facilitating the organisation and administration of any general meeting to which such arrangements apply, from time to time make arrangements, whether involving the issue of tickets (on a basis intended to afford to all Members and proxies entitled to attend the meeting an equal opportunity of being admitted to the Principal Place) or the imposition of some random means of selection or otherwise as it shall in its

absolute discretion consider to be appropriate, and may from time to time vary any such arrangements or make new arrangements in their place and the entitlement of any Member or proxy to attend a general meeting at the Principal Place shall be subject to such arrangements as may be for the time being in force whether stated in the notice of the meeting to apply to that meeting or notified to the Members concerned subsequent to the provision of the notice of the meeting.

- 7.8 General meetings shall be chaired by the Chairman. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting. If there is only one Trustee present and willing to act, he or she shall chair the meeting. If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present and entitled to vote must choose one of their number to chair the meeting.
- 7.9 The Members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned whereupon 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. If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
- 7.10 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.
- 7.11 Any vote at a meeting shall be decided by a show of hands of the Members present unless before, or on the declaration of the result of, the show of hands a poll (being a formal count of votes of all those present including proxies) is demanded:
- (a) by the person chairing the meeting; or
 - (b) by at least two Members having the right to vote at the meeting; or
 - (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 7.12 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded and 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. If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 7.13 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 and, 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.
- 7.14 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, within 30 days of the demand (save where the poll demanded is on the election of a person to chair a meeting or on a question of adjournment where the poll must be taken immediately), for the poll to take place. If the poll is not taken immediately at least seven Clear Days' notice must be given specifying the time and place at which the poll is to be taken. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 7.15 The result of the poll, which shall be declared at a time and place fixed by the person chairing the meeting at which the poll was demanded, shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 7.16 A resolution in writing signed by the requisite number of Members (as set out in the Act) who would have been entitled to vote upon it had it been proposed at a general meeting shall be

valid and effective as if it had been proposed at a general meeting. It may comprise several copies each signed by or on behalf of one or more Members.

8 Votes of Members.

- 8.1 Subject to Articles 3, 7.10, 8.2 and 8.3, every Member, whether an individual or an organisation shall have one vote.
- 8.2 No Member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any subscription monies to the Society.
- 8.3 During the course of their employment and for a period of 12 months after its determination, employees of the Society shall not be eligible to be appointed Trustees nor be entitled to propose, second or vote on any resolution of the Society.
- 8.4 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.
- 8.5 Any organisation that is a Member of the Society may nominate any person to act as its representative at any meeting of the Society. The organisation must give written notice to the Society of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The nominee may continue to represent the organisation until written notice to the contrary is received by the Society. Any notice given to the Society will be conclusive evidence that the nominee 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 nominee has been properly appointed by the organisation.
- 8.6 On a poll, votes may be given either personally or by proxy. A Member may appoint more than one proxy to attend on the same occasion. Proxies must also be Members of the Society.
- 8.7 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve)—

“ The North of England Zoological Society

I/We,[NAME], of [ADDRESS], being a member/members of the above-named Society (membership no. [NUMBER]), hereby appoint [NAME] of [ADDRESS] (membership no. [NUMBER]), or failing him, [NAME] of [ADDRESS] (membership no [NUMBER]), as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Society to be held on [DATE] , and at any adjournment thereof.

Signed on [DATE] .”

- 8.8 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve)—

“The North of England Zoological Society

I/We,[NAME], of [ADDRESS], being a member/members of the above-named Society (membership no. [NUMBER]), hereby appoint [NAME] of [ADDRESS] (membership no [NUMBER]), or failing him, [NAME] of [ADDRESS] (membership no. [NUMBER]), as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Society to be held on [DATE] , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for *against
Resolution No 2 *for *against.
**Strike out whichever is not desired.*

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of [DATE].”

- 8.9 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees shall:
- (a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of an appointment contained in an electronic communication, (where an address has been specified for the purpose of receiving electronic communications in the notice convening the meeting, or in any instrument of proxy sent out by the Society in relation to the meeting, or in any invitation contained in an electronic communication to appoint a proxy issued by the Society in relation to the meeting), be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
 - (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of such meeting or to the Secretary or to any Trustee;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

9 Trustees.

- 9.1 A Trustee must, in the case of an individual, be aged 18 years or older and must not be, or have been for period of 12 months ending on the date of their proposal for election, an employee of the Society.
- 9.2 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 14.
- 9.3 The number of Trustees shall be not less than three and not more than sixteen of whom not more than thirteen shall be Elected Trustees and not more than three shall be Co-opted Trustees. No more than three Trustees may be limited companies.
- 9.4 The Trustees shall have the power at any time to appoint any person to be a Co-opted Trustee provided that the total number of Co-opted Trustees does not at any time exceed the maximum prescribed by Article 9.3.
- 9.5 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

10 Powers of Trustees.

- 10.1 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 Act, the Memorandum, the Articles or any special resolution and no alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees. 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.
- 10.2 The Trustees shall elect the Chairman and a Deputy Chairman from their number. . The Chairman and Deputy Chairman will hold office in accordance with Article 13.3 and shall have no functions or powers except those conferred by the Articles or delegated to him / her by the Trustees.
- 10.3 The Trustees shall have the power to appoint (and revoke such appointment) such persons (other than a Trustee) as they think fit to be the principal executives of the Society to carry out their instructions and shall fix and review such persons' remuneration.
- 10.4 The Trustees shall have the power to appoint (and revoke such appointment) such persons (other than Trustees) as they think fit to be the Patron and/or President of the Society, which roles shall be honorary, or to any other honorary positions.

11 Delegation.

- 11.1 The Trustees may authorise the Secretary and principal executive (or such other persons as the Trustees think fit) to sign documents on behalf of the Trustees.
- 11.2 The Trustees may delegate any of their powers or functions (but not their responsibility) to a committee of two or more Trustees, but the terms of any delegation must be recorded in the minute book.
- 11.3 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 with the Trustees.
- 11.4 The Trustees may revoke or alter a delegation.
- 11.5 All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

12 The Appointment of Trustees.

- 12.1 The Society may by ordinary resolution appoint a person who is willing to act to be an Elected Trustee.
- 12.2 No person may be appointed an Elected Trustee at any general meeting unless:
- (a) he or she is a life member or annual member of the Society;
 - (b) he or she is recommended for election or re-election by the Trustees; or
 - (c) not less than fourteen nor more than thirty-five Clear Days before the date of the meeting, the Society is given a notice that:
 - (i) is signed by 50 Members entitled to vote at the meeting;
 - (ii) states the Members' intention to propose the appointment of a person as a Trustee;

- (iii) contains the details that, if the person were to be appointed, the Society would have to file at Companies House; and
- (iv) is signed by the person who is to be proposed to show his or her willingness to be appointed.

- 12.3 All Members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight Clear Days' notice of any resolution to be put to the meeting to appoint an Elected Trustee.
- 12.4 The election of each Elected Trustee shall be voted on separately unless the meeting in question otherwise resolves.
- 12.5 The appointment of an Elected Trustee must not cause the number of Elected Trustees to exceed the maximum prescribed by Article 9.3.

13 Retirement of Trustees.

- 13.1 Subject to Articles 13.3 and 14, Elected Trustees shall hold office from the conclusion of the annual general meeting of the Society at which they are appointed until the conclusion of the 6th annual general meeting after that at which they are appointed at which point they shall retire and shall not be eligible for re-election as an Elected Trustee until the annual general meeting following that at which they retired, but shall be eligible to be appointed as Co-opted Trustees save that any Elected Trustee who would, but for this revision to article 13.1, have retired at the annual general meeting in 2022 and would, without this saving provision, now be required to retire at the end of the 2021 annual general meeting, shall remain in office until the conclusion of the annual general meeting in 2022 notwithstanding the amendment to this article 13.1.
- 13.2 Co-opted Trustees shall hold office for such period, not exceeding fifteen months from the date of appointment, as the Trustees shall from time to time determine. The Trustees shall have the power to determine the appointment of a Co-opted Trustee at any time.
- 13.3 The Chairman and Deputy Chairman shall, unless otherwise resolved by the Trustees, each hold office for three years at the end of which they shall be eligible to be re-elected for one further term of three years. The Deputy Chairman may be elected as Chairman following his time in office as Deputy Chairman but the Chairman shall not similarly be eligible to be elected as Deputy Chairman. During their time in office the Chairman and Deputy Chairman shall not be required to retire in accordance with Article 13.1 but shall instead, retire at the annual general meeting following the end of his or her term as Chairman or Deputy Chairman whereupon, in each case, the provisions of Article 13.1 shall apply.
- 13.4 Any person who, prior to the amendment of article 13.3 to remove the roles of Vice Chairman Mission Enabling and Vice Chairman Mission Delivery, occupied the position of Vice Chairman Mission Enabling or Vice Chairman Mission Delivery shall not be required to retire as Elected Trustees by virtue of the removal of those roles from the Society's governance structure but shall instead retire at the point at which they would have retired following the end of their term as Vice Chairman under the articles prior to the amendments to remove the two Vice Chairmen roles from the Society's governance structure except that if either of the people who held the roles of Vice Chairmen prior to the amendments to remove those roles shall be elected Chairman or Deputy Chairman under the new governance structure then the provisions of article 13.3 as amended shall apply in relation to the length of their terms and retirement. A person who occupied either of the Vice Chairmen roles immediately prior to the amendment to remove those roles from the Society's governance structure shall be entitled to stand for and if elected occupy the roles of Chairman and/or Deputy Chairman in accordance with and for the duration permitted by article 13.3 notwithstanding that they were in their second term as Vice Chairman under the articles prior to these amendments.
- 13.5 If a Trustee is required to retire at a general meeting by a provision of these articles, the retirement shall take effect upon the conclusion of the meeting.

14 Disqualification and removal of Trustees.

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

- (a) ceases to be a Trustee by virtue of any provision in the Act or is prohibited by law from being a Trustee;
- (b) 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);
- (c) ceases to be a Member of the Society;
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (e) resigns as a Trustee by notice to the Society (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
- (f) is absent without the permission of the Trustees from all their meetings held within a period of twelve consecutive months and the Trustees resolve that such Trustee be removed; or
- (g) fails to comply with any code of conduct set by the Trustees and the Trustees resolve that such Trustee be removed.

15 Trustees' remuneration.

The Trustees must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

16 Proceedings of Trustees.

16.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.

16.2 The Chairman or any three Trustees may call a meeting of the Trustees on five Business Days' notice. The Secretary must call a meeting of the Trustees if requested to do so by the Chairman or three Trustees.

16.3 A person may participate in a meeting of the Trustees or of a committee of Trustees by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting notwithstanding accidental disconnection of the means of electronic communication during the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum.

16.4 Questions arising at a meeting of Trustees (or a committee of Trustees) shall be decided by a majority of votes and in the case of an equality of votes, the Chairman (or chairman of the meeting in question) shall have a second or casting vote.

16.5 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. The quorum shall be three Trustees, or the number nearest to one third of the total number of Trustees, whichever is the greater, or such other number as may be decided from time to time by the Trustees. 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.

- 16.6 If there is no Chairman or if the Chairman is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 16.7 A Trustee must absent himself or herself from any discussions of the Trustees in which it is likely 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) and shall not be entitled to vote or to be counted in the quorum present when any decision is made about such matter.
- 16.8 Subject to Article 16.9, 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 of the Society to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without the vote of that Trustee; and that Trustee being counted in the quorum; the decision has been made by a majority of the Trustees at a quorate meeting.
- 16.9 Notwithstanding Article 16.8, a Trustee shall not be permitted to keep any benefit that may be conferred upon him or her by a resolution which would not have been effectively passed without Article 16.8 or where the Trustee has not complied with Article 16.7.
- 16.10 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of 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 or (as the case may be) a committee of Trustees duly convened and held. Such resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

17 Seal.

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 otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

18 Minutes.

- 18.1 The Trustees must keep minutes of all:
- (a) appointments of Officers made by the Trustees;
 - (b) meetings of the Society;
 - (c) meetings of the Trustees and committees of Trustees including:
 - (i) the names of the Trustees present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions.

19 Accounts.

- 19.1 The Trustees must prepare for each financial year accounts as required by the Act.
- 19.2 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.
- 19.3 The Trustees must keep accounting records as required by the Act.

20 Annual Report and Return and Register of Charities.

- 20.1 The Trustees must comply with the requirements of the Charities Act 1993 with regard to:
- (a) the transmission of the statements of accounts of the Society;
 - (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission.
- 20.2 The Trustees must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

21 Notice

- 21.1 Any notice to be given to or by any person pursuant to the Articles:
- (a) must be in writing; or
 - (b) must be given using electronic communications.
- 21.2 The Society 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 using electronic communications to the Member's Address.
- 21.3 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.
- 21.4 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.
- 21.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 21.6 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- 21.7 A notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

22 Indemnity.

- 22.1 Subject to [Article 22.2](#), but without prejudice to any indemnity to which they may otherwise be entitled:
- (a) every Trustee or former Trustee of the Society shall be indemnified out of the assets of the Society in relation to any liability they incur in that capacity; and
 - (b) every other Officer or former Officer of the Society may be indemnified out of the assets of the Society in relation to any liability they incur in that capacity.
- 22.2 This Article 22 does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

23 Rules.

- 23.1 The Trustees may from time to time make such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the Society.
- 23.2 The rules 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 and privileges 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 or 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 Act or by the Articles;
 - (e) the suspension of a Member's Membership of the Society and/or the removal of a Member or any other person from the Society's premises (or any part or parts thereof) and/or the refusal of entry of a Member or any other person to the Society's premises (or any part or parts thereof);
 - (f) generally, all such matters as are commonly the subject matter of company rules.
- 23.3 The Society in general meeting has the power to alter, add to or repeal any rules made pursuant to this Article.
- 23.4 The Trustees must adopt such means as they think sufficient to bring the rules to the notice of Members of the Society.
- 23.5 The rules shall be binding on all Members of the Society. No rule shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.