

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**  
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**ARTICLES OF ASSOCIATION  
OF  
THE TOURISM SOCIETY LIMITED**

**INTERPRETATION**

1 In the construction of these presents the following words and expressions shall have the following meanings respectively unless there be something in the subject matter or context repugnant thereto: -

‘The Society’ means ‘The Tourism Society Limited’.

‘The Act’ means the Companies Act 2006.

‘The Board’ means the board of management of the Society as a body or the members thereof present at a duly convened Board meeting at which a quorum is present.

‘Executive Committee’ means the committee established under the provisions of Article 44

‘The Office’ means the registered office of the Society

‘Members’ means a member of the Society

‘Member of the Board’ means a Member for the time being so appointed in accordance with the provisions of these Articles who shall be a director of the Society for the purposes of the Act

‘Month’ means calendar month.

‘Relevant Loss’ means any loss or liability which has been or may be incurred by a Member of the Board in connection with that Member’s duties or powers in relation to the Society.

‘Relevant Officer’ means any member or former member of the Board of the Society but excluding any person engaged by the Society as auditor.

‘Secretary’ includes any person appointed to perform the duties of company secretary temporarily.

‘The Statutes’ means the Act and all other legislation for the time being in force concerning limited liability companies and affecting the Society

‘Tourism’ is deemed to include any activity concerned with the temporary short term movement of people to destinations outside the places where they normally live and work and their activities during the stay at these destinations.

‘Tourist Services’ means services and facilities provided for the benefit and enjoyment of people outside the places where they normally live and work.

‘Sections’ shall mean any group of members formed on the basis of national or regional location, or specialism, and may be referred to as “Sections”, “Regions” or “Chapters” of the Society or such other name as the Board shall agree

‘In writing’ or ‘written’ includes printing, lithography, photography and typewriting and

all other modes of representing or reproducing words in visible form.

Words which have a special meaning assigned to them in the Statutes shall have the same meaning in these presents.

Words importing the singular number only include the plural and the converse applies.

Words importing males includes females.

Words importing persons includes corporations.

‘Notice’ includes all written communications to Members.

‘These presents’ means and includes the Articles of Association and the regulations of the Society from time to time in force.

## **OBJECTS**

- 2 The objects for which the Society is established are to improve and maintain the standards of professional competence of persons involved or engaged in tourism and in the provision of tourist services and to enhance the reputation of such persons:
  - 2.1. by the introduction of a generally recognised institution to which such persons would become affiliated by the attainment of certain standards of competence and, or, qualification; and
  - 2.2. by prompting the widespread recognition of such an institution among the general public.

## **POWERS**

- 3 The Society shall have the following powers exercisable in the furtherance of its said objects but not further or otherwise, namely:-
  - 3.1. To promote a wider understanding of tourism as a whole particularly among those engaged in its component parts but also among others generally.
  - 3.2. To represent, improve and promote the interests of all those engaged in tourism.

- 3.3. To establish and impose means for testing the standards of knowledge and skills of candidates for admission to membership of the Society and to grant certificates to successful candidates and these qualified for admission in other ways.
- 3.4. To assist members and others to enhance their standards of expertise and competence in tourism.
- 3.5. To supervise and protect the interests of the industry and to secure for them such standing as may assist them and to encourage just and honourable conduct in the practice of their occupations.
- 3.6. To promote understanding and recognition by employers in tourism of the Society and of the value of its membership and qualifications to careers and employment in tourism.
- 3.7. To facilitate discussions and exchange of information and ideas on tourism among members and to provide an authoritative source of information about tourism to members and others.
- 3.8. To devise, organise and to hold conferences, meetings, exhibitions and other events connected with any of the objects of the Society, to prepare, issue and publish books, writings, periodicals and other information and material of interest to members and others whether for sale or distribution; to form a library for the use of members and others.
- 3.9. To promote research, scholarship, education and training in tourism and to make grants for such purposes.
- 3.10. To encourage educational authorities and other bodies to institute, continue, vary, modify or abandon courses of instruction in subjects related to tourism.
- 3.11. To form links and to co-operate with other bodies and individuals concerned with tourism in the United Kingdom and elsewhere.
- 3.12. So far as the Society lawfully may, to indemnify any member of the Society in respect of any action taken or to be taken, or liability incurred, or to be incurred, by him in any action which the Board may consider conducive to the interests of the Society and tourism.
- 3.13. To make and enforce in such manner as may be appropriate rules and regulations for the regulation of transactions between Members and others.
- 3.14. To borrow or raise any moneys required for the objects of the Society on such terms and on such security as the Board may determine.
- 3.15. To provide and collect funds from the Members and others and to receive voluntary contributions for the purpose of carrying on or furthering the objects of the Society or any of them.
- 3.16. To use the funds of the Society for the purpose of executing or promoting any of the objects of the Society as the Board may think fit.
- 3.17. To pay reasonable and proper remuneration to any officer or servant of the Society or to any Member of the Society in return for any service or services

actually rendered to the Society, but so that no member of the Board shall be appointed to any salaried office of the Society and that no remuneration or other benefit in money or money's worth shall be given by the Society to any Member of the Board, except repayment of out-of-pocket expenses.

- 3.18. To purchase, take on lease, exchange, hire or otherwise acquire any real property, whether situate in the United Kingdom or abroad, and any personal property, and any rights or privileges necessary or convenient for the purposes of the Society and to construct, alter and maintain any buildings required for the purposes of the Society.
- 3.19. To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Society.
- 3.20. To invest the funds of the Society not immediately required for the purposes thereof in or upon such securities or other investments of any kind whatsoever and in such manner as the Board may think fit and from time to time to vary or realise such investments subject nevertheless to such conditions (if any) and such consents (if any) as may from time to time be imposed or requested by law and subject also as hereinafter provided.
- 3.21. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- 3.22. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit persons then or previously engaged in tourism and their dependants and to contribute to or otherwise assist any charitable or benevolent institutions or undertakings.
- 3.23. To procure the Society to be registered or recognised in any foreign country or place.
- 3.24. To pay all expenses preliminary or incidental to the formation of the Society and its registration.
- 3.25. To do all such other lawful things as may be in the opinion of the Board necessary, proper or advisable for the advancement generally of the interests of the Industry or which are incidental or conducive to the attainment of the above objects or any of them.

Provided that:

- 3.26. In case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- 3.27. The objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organizations of employers.
- 3.28. In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Board

shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as the Board have been if no incorporation had been effected and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the Board but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

## **APPLICATION OF INCOME AND PROPERTY**

- 4 The income and property of the Society shall be applied solely towards the promotion of its objects and powers as set forth in these Articles and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members and no Member of the Board or Executive Committee shall be appointed to any office of the association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society provided that nothing herein shall prevent any payment in good faith by the Society
- 4.1. of reasonable and proper remuneration to any member, officer or servant of the Society (not being a Member of the Board) for any services rendered to the Society;
  - 4.2. of interest on any money lent by any Member or Member of the Board at a rate per annum not exceeding 2 per cent less than the minimum lending rate for the time being prescribed by the Bank of England or 3 per cent, whichever is the greater;
  - 4.3. of reasonable and proper rent for premises demised or let by any Member or Member of the Board
  - 4.4. of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board may also be a Member holding not more than 1/100th part of the capital; and
  - 4.5. to any Member of the Board of out-of-pocket expenses.

## **LIMITATION**

- 5 The liability of the Members is limited.
- 6 Every Member undertakes to contribute to the assets of the Society in the event of the same being wound up while he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Society contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amounts as may be required not exceeding £1.
- 7 If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society but shall be given or transferred to some other institution or institutions which have objects similar to the objects of the Society and which shall prohibit the distribution of its or their income

and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Article 4 hereof such institution or institutions to be determined by the Members of the Society at or before the time of dissolution and if so far as effect cannot be given to such provision then to some charitable object.

## **OFFICE**

8 The Office shall be in such place as the Board may from time to time appoint.

## **MEMBERS**

9 For the purpose of registration the number of Members is declared to be unlimited.

10 The Society is established for the purposes expressed in Articles 2 and 3.

11 The subscribers of the memorandum of association of the Society and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be the Members of the Society.

12 No person shall become a Member of the Society unless an application for membership shall have been signed by him or on his behalf setting out the particulars required by the Board from time to time, consenting to be entered in the register of members and undertaking to be bound by the articles, rules and regulations of the Society from time to time in force and to pay all fees payable to him thereafter.

13 Members of the Society shall be of the following classes

13.1. Fellows and Honorary Fellows;

13.2. Members;

13.3. Associate Members; and

13.4. Student Members

or such other classes as may be determined by the Board or any committee thereof.

14 Associate Members and Student Members shall be entitled to all the benefits and privileges of Members of the Society except that they shall not be entitled to receive notices of or speak or vote at any General Meetings, nor to vote in elections, nor to serve on the Board or any committee thereof.

15 A person shall be eligible to be admitted to a particular class of membership if he is, in the opinion of the Board, a fit and proper person to be so admitted and satisfies the conditions applicable to that class of membership.

16 The Board shall from time to time decide at their entire discretion the qualifications and conditions for the classes of membership.

17 Any Member shall if called upon by the Board so to do supply to the Board such information as the Board may require for the purpose of determining his class of membership or any matter relating to his membership.

18 Every Member shall in each year at such time as the Board may from time to time determine, notify the Board of any change which has taken place in the preceding year

in his professional status or the circumstances whereby he was eligible to be a member of a particular class.

- 19 The benefits and privileges of Members, or of any class of members shall be such as shall from time to time be fixed by the Board and those only and the Board shall be at the liberty from time to time to vary or cancel any such benefits and privileges.
- 20 Every Member of the Society shall pay to the Society such entrance fee and such annual subscription as shall from time to time be fixed by the Board.
- 21 A Member shall upon ceasing to be a Member remain liable for and shall pay to the Society all subscriptions and other moneys falling due before the expiration of three months from the date at which he ceased to be a Member.
- 22 A Member ceases to be a Member forthwith upon the occurrence of any of the following events:
  - 22.1. If he shall die
  - 22.2. If and when in the opinion of the Board he shall cease to be qualified in accordance with Article 16. Provided that if a Member remains qualified for another class of membership in accordance with Article 16 the Board may in its absolute discretion and with the consent of the Member transfer the Member to that other class of membership instead of enforcing this sub clause.
  - 22.3. If he shall resign his membership by one month's notice to the Society.
  - 22.4. If he shall be in default for three months in the payment of his annual subscription or any other moneys falling due to be paid by him to the Society and the Board resolve to terminate his membership. The Board however shall have power to reinstate such Member on such terms as to payment of arrears as they shall think fit;
  - 22.5. If he becomes bankrupt or incapable by reason of unsound mind, of managing and administering his property and affairs; or
  - 22.6. If he shall in the opinion of the Board be guilty of any act or conduct which may bring discredit of the Society or to the persons involved in tourism generally or of any breach of these presents or the rules and regulations for the time being in force in so far as the same apply to him and the Board resolve to terminate his membership.

Provided that:-

- 22.7. The Board may as an alternative to termination of membership resolve to suspend him from any or all benefits and privileges of membership for such a period as the Board thinks fit.
- 22.8. Before the termination of a Member's membership or suspension of any or all of his benefits and privileges as a Member, the Member shall be entitled to receive at least one month's notice in writing of the Board's intention to consider the termination or suspension aforesaid and he shall be afforded the opportunity to state his case in writing or in person at a meeting of the Board or any disciplinary committee which the Board may set up for this purpose.

## THE BOARD

- 23 The business of the Society shall be managed by the Board whose services shall be purely honorary.
- 24 Unless and until otherwise determined by the Society in general meeting the Board shall consist of not less than 20 Members. The Board should set a maximum number of Members of the Board as provided for in this article, but not such number as would necessitate the resignation of any Member of the Board by reason of a reduction in such number.  
Note: The maximum number of members of the Board was set at 24 at the Board meeting held on 13<sup>th</sup> September 2011.
- 25 The Board may from time to time and at any time appoint a Member to be a Member of the Board either to fill a casual vacancy on the death or termination of membership of the Board in accordance with Article 31 hereof of a Member of the Board or to appoint the Chairman for the time being of a Section or the Section's nominee, as an ex officio member of the Board. Any Member of the Board so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election. Every candidate to be an elected Member of the Board shall be nominated in writing by a Fellow of the Society and seconded in writing by an existing Member of the Board. A Member of the Society may be nominated and seconded in writing for election to the Board at the following Annual General Meeting at any time up until twenty-one clear days prior to the date of the Annual General Meeting. With the notice of each Annual General Meeting the Members will be presented with a list of Board Members retiring by rotation and who wish to stand for a further term together with a list of Members of the Society wishing to stand for election who have agreed to be nominated and have been nominated in writing by a Fellow of the Society and seconded in writing by an existing Member of the Board. Should the total number of names exceed the maximum number of Board Members as set at any time by The Board an election for the vacant places shall take place. Members of the Society eligible to cast a vote may request a Voting Form by post or download a Voting Form from the Society's website. The closing date for receipt of Votes at the Society's offices shall be no later than two clear working days prior to the Annual General Meeting. The result of the votes cast shall be announced at the Annual General Meeting.
- 26 Subject to Article 25 hereof Members of the Board shall be elected by the Society at the Annual General Meeting and shall retire in accordance with Article 27.
- 27 At the Annual General Meeting in every year one-third of the Members of the Board shall retire or if their number is not a multiple of three then the number nearest to one-third shall retire. The Elected Members of the Board to retire in every year shall be those who have been longest in office since their last election but as between persons who became members of Board on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. All Members of the Board so retiring shall be deemed to be eligible for re-election.
- 28 Except as hereinafter provided in respect of the Chairman at meetings of the Board and general meetings of the Society, all Members of the Board shall have equal rights on the Board.
- 29 No act or resolution of the Board shall be invalidated by reason of the existence of any vacancy or vacancies among the Members of the Board, but if the number of Members of the Board shall be or be reduced to less than 20 the continuing Members

of the Board may act for the purpose only of filling vacancies in the Members of the Board or summoning a general meeting of the Society.

- 30 The Society may by Ordinary Resolution pursuant and subject to the provisions of section 168 of the Act remove any Member of the Board before the expiration of his period of office and may by Ordinary Resolution (subject as aforesaid) appoint another person to be a Member of the Board in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Member of the Board on the day on which the Member of the Board in whose place he is appointed was last elected appointed or nominated as a Member of the Board.
- 31 The office of a Member of the Board shall forthwith be terminated:-
- 31.1. If he becomes bankrupt or suspends payment or compounds with his creditors;
  - 31.2. If he becomes incapable by reason of unsound mind, of managing and administering his property and affairs;
  - 31.3. If he ceases to be a Member of the Society;
  - 31.4. If by notice in writing to the Board he resigns his office;
  - 31.5. If he is a co-opted Member of the Board appointed under Article 25 hereof and the term of his office shall have expired;
  - 31.6. If he is prohibited from being or ceases to be a Member of the Board by virtue of any provision of the Statutes; or
  - 31.7. If he is requested in writing by at least three-fourths of all the other Members of the Board for the time being to resign his office.

In addition to the circumstances set out in Clause 31 of the Articles, The Executive Committee shall consider the circumstances of any Member of the Board who

- i) is unable, or fails, to play an appropriately active part in the work of the Society between Board Meetings

- ii) fails to attend two consecutive Board Meetings or
- iii) fails to attend more than one Board Meeting per annum

The Executive Committee shall make a recommendation to the Board whether it is appropriate that such a Member shall be asked to step down from membership of the Board. The Board may in such circumstances co-opt a replacement for any Member of the Board whose membership is terminated for such reasons.

**Note:** A short document will be provided in advance to Members seeking election/re-election explaining what is required of a Member of the Board in terms of attendance and participation in Society activities. "An appropriately active part" (as stated above) means a failure to communicate, participate or undertake agreed tasks in an effective and timely manner.

## **POWERS OF THE BOARD**

- 32 The Board shall have sole control in regard to all matters relating to the organisation and management of the Society. In addition to the powers and authorities by these presents or otherwise expressly conferred upon them they may exercise all such powers and do all such things as may be exercised or done by the Society and all not hereby or by statute expressly directed or required to be exercised or done by the

Society in General Meeting but subject nevertheless to the provisions of the Statutes and of these presents.

- 33 Without prejudice to the general powers conferred by the last preceding Article and in addition to the other powers conferred by these presents it is hereby expressly declared that the Board shall have the following powers that is to say: -
- 33.1. To make and impose vary and repeal bye-laws rules and regulations for the administration and government of the Society and for carrying its objects into effect. Provided always that the same shall not in any way affect vary or alter the provisions contained in these Articles of Association;
  - 33.2. To pay all expenses incurred in carrying out the objects of the Society;
  - 33.3. To purchase or otherwise acquire for the Society any property rights or privileges which the Society is authorised to acquire at such price and generally on such terms and conditions as they think fit;
  - 33.4. To take offices or acquire premises for the use of the Society and to appoint and at their discretion remove or suspend such expert or other advisors, managers secretaries, officers, clerks, agents and servants whether engaged for permanent, temporary or special services and to determine their powers and duties and fix their salaries or emoluments and to require securities in such instances and to such amount as they think fit;
  - 33.5. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Society or its officers or otherwise concerning the affairs of the Society and also compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Society;
  - 33.6. To co-opt such persons who need not be Members of the Society to the Board as they think fit and upon such conditions and with such powers as they think fit but so that co-opted persons do not exceed one-fifth in number of the Board;
  - 33.7. To delegate any of their powers to committees including two or more members of their body and to make and impose upon such committees such rules and regulations and to vary the same from time to time as they shall think fit;
  - 33.8. To set up, constitute and organise Sections as they may think fit and to appoint or authorise the members of such Sections to appoint current Members of the Society as additional members of any Section and to appoint boards to control and manage Sections; and
  - 33.9. To define the powers duties and administrative rules of Sections and to delegate any of their powers to such Sections and to such boards as they may deem fit. Rules established for the organisation, conduct and representation of Sections shall apply to all Sections unless otherwise specified by the Board.

## **PRESIDENT**

- 34 The Board may appoint a member as President. The President's duties will be to further the aims and objectives of the Society and to support the activities of the Board when possible in accordance with its requests. The President will be invited to

chair the Annual General Meeting and act as “host” at the Annual Dinner of the Society. The President may attend the Board and Executive Committee meetings but shall not be a member thereof, and shall not have voting status in accordance with these Articles of Association. His term of office shall be three years, at the end of which the officeholder may serve for further terms if so appointed by the Board.

#### **CHAIRMAN**

- 35 The Board may elect its Chairman; but if no such Chairman is elected or if he should not be present at the commencement of any meeting of the Board the Members of the Board shall elect a Chairman from those present at that meeting. The Chairman may not be a Member appointed ex officio as a representative or nominee of a Section under the provisions of Article 25 but such Member will be eligible to be Chairman of the Board if he resigns and is co-opted under the provisions of Article 25 or is appointed under Article 26. The terms of office of each Chairman shall be three years, which may be extended by one year by the Board. No Chairman may serve two successive terms as Chairman. The Chairman will chair all general meetings of the Company except the Annual General Meeting.

#### **VICE-CHAIRMEN**

- 36 The Board may elect two Vice-Chairmen from among its elected or co-opted or ex – officio members of the Board who will each be designated Vice-Chairman of The Tourism Society, and of the Board. The Vice Chairmen will deputise for the Chairman if so appointed by the Board in a quorate decision, or in the absence thereof, at the Chairman's request. The authority of the Vice Chairmen will be in accordance with decisions of the Board and the authority vested in the Executive Committee by the Board. The term of office shall be one year, at the end of which the officeholder may serve for further terms if so appointed by the Board, up to a maximum of three consecutive years.

#### **PROCEEDINGS OF THE BOARD**

- 37 The Board may meet together for the despatch of business adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Until the Board otherwise determine seven members or forty per cent of the current Members of the Board (whichever is the greater) shall be a quorum. All proceedings of the Board shall be conducted in the English language.
- 38 A meeting of the Board for the time being at which a quorum is present shall subject to Article 40 hereof be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of Association for the time being vested in or exercisable by the Board generally.
- 39 The Chairman may at any time and the Secretary shall upon the request of the Chairman or of at least one-third of the Members of the Board convene a meeting of the Board. In the case of a meeting convened at the request of at least one-third of the Members of the Board the notice of meeting shall state the character of the business to be discussed and only business of which notice shall be so given shall be discussed at that meeting. Each Member of the Board shall name an address in the United Kingdom at which all notices shall be served upon him and all notices served at such address shall be deemed to be well served. Questions arising at any meeting shall be

decided by a resolution of the majority of Members of the Board present at such a meeting. In the event of the votes being equally divided the Chairman shall have a casting vote in addition to the vote to which he is entitled as the Member of the Board.

- 40 The meetings and proceedings of any committee appointed by the Board under Article 33.7 hereof shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations made by the Board under Article 33.7 hereof.
- 41 All acts done by any meeting of the Board or by a committee of the Board or by any person acting as a Member of the Board shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Board or such committee or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and were qualified to be a Member of the Board or of such committee.
- 42 A resolution in writing signed by all Members of the Board for the time being or by all members of any Committee of the Board who are duly entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.
- 43 The Board shall cause minutes to be duly entered in books provided for the purpose:-
- 43.1. of all appointments of officers;
- 43.2. of the names of the Members of the Board present at each meeting of the Board and of any committee of the Board;
- 43.3. of all orders made by the Board and by any committee of the Board; and
- 43.4. of all resolutions and procedures of General Meetings and of meetings of the Board and committees. Any such minutes of any meeting of the Board or of the Executive Committee or of the Society if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

#### **EXECUTIVE COMMITTEE**

- 44 The Executive Committee shall comprise the Chairman, Vice Chairmen, Treasurer, , and such other Members of the Board as the Board may from time to time agree. The responsibilities and level of authority of Executive Committee will be specified in detail by the Board and reviewed at least annually.

#### **TRANSACTIONS OR OTHER ARRANGEMENTS WITH THE SOCIETY**

- 45 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a Member of the Board who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Society

- 45.1. may be a party to, or otherwise interested in, any transaction or arrangement with the Society or in which the Society is otherwise (directly or indirectly) interested;
  - 45.2. shall be an eligible Member of the Board for the purposes of any proposed decision of the Members of the Board (or committee of such Members of the Board) in respect of such contract or proposed contract in which he is interested;
  - 45.3. shall be entitled to vote at such a meeting or Members of the Board or of a committee of them or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested;
  - 45.4. may act by himself or his firm in a professional capacity for the Society (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Member of the Board;
  - 45.5. may be a Member of the Board or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise be interested in, any body corporate in which the Society is otherwise (directly or indirectly) interested; and
  - 45.6. shall not, save as he may otherwise agree, be accountable to the Society for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.
- 46 For the purposes of these Articles 45 to 48, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.
- 47 Subject to Article 48 if a question arises at a meeting of the Board or of a committee of such Members as to the right of a Member of the Board to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any Member of the Board other than the chairman is to be final and conclusive.
- 48 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Members of the Board at that meeting, for which purpose and the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **GENERAL MEETINGS**

- 49 The Society shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.

- 50 All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 51 All General Meetings shall be held at such a time and place in the United Kingdom as may be fixed by the Board.
- 52 The Board may, wherever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on any requisition made under Section 303 of the Act or in default may be convened by such requisitionists as thereby provided.
- 53 Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board.

#### **NOTICE OF GENERAL MEETINGS**

- 54 Fourteen clear days' notice in writing at the least of a General Meeting shall be given by notice sent by post or otherwise by the Member of the Board or other officer of the Society or any other person appointed by the Board to do so to such persons (including the Auditors) as are entitled to receive notices from the Society, provided that with the consent in writing of all the Members (or of such majority of the Members as having regard to the nature of the meeting and of the resolutions to be proposed thereat have, pursuant to Section 307 of the Act, power effectively to agree to shorter notice) a meeting may be convened by a shorter notice and in any manner they think fit.
- 55 Every notice of a meeting shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of the business and shall state the right of the Member to appoint a proxy for the meeting. The notice convening an Annual General Meeting shall specify the meeting as such and the notice convening a meeting to pass a Special Resolution shall specify the intention to propose the resolution as a Special Resolution as the case may be.
- 56 The accidental omission to give notice of any meeting to or the non-receipt of such notice by any person entitled to receive the same shall not invalidate any resolution passed or proceeding had at any such meeting.
- 57 The Board shall on the requisition of Members in accordance with Section 314 of the Act (but subject as in that section provided) give notice of any resolution which may properly be moved and is intended to be moved at an Annual General Meeting and circulate any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at any General Meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 58 The business of an Annual General Meeting shall be:-
- 58.1. to receive and consider the accounts, the balance sheet and the reports of the Board and the Auditors;
  - 58.2. to elect Members of the Board in the place of those retiring by rotation or under Article 27 hereof;
  - 58.3. to appoint an Auditor or Auditors and fix his or their remuneration; and

58.4. to transact any other business which under these presents ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

59 Every meeting of the Society shall be presided over by the Chairman of the Board and in his absence the meeting shall elect a Chairman from the Members of the Board then present or if none be present from the Members entitled to vote.

60 No business shall (except as herein expressly authorised) be transacted at any General Meeting unless the quorum requisite shall be present at the commencement of the business. Save as herein otherwise provided 20 Members of the Society entitled to attend and vote at the meeting personally present shall constitute a quorum.

61 If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon such requisition as aforesaid shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present those Members entitled to attend and vote who are present shall be a quorum and may transact the business for which the meeting was called.

62 Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as a Member to vote as hereinbefore provided. Every Member entitled to vote as hereinbefore provided shall have one vote and no more whether on a show of hands or on a poll and no other Member shall be entitled to vote.

63 No Member shall be entitled to vote if his subscription or assessment or any part thereof is in arrear for the space of three months at the date of the meeting.

64 At any general meeting unless a poll is demanded by the Chairman or by five Members and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

65 Subject to the provisions of Article 66 hereof if a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

66 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

67 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business except that on which a poll has been demanded.

68 The Chairman of a General Meeting may with the consent of the meeting and shall if so directed by the meeting adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the

business left unfinished at the meeting from which the adjournment took place. If a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting, but save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **TREASURER**

- 69 The Board may appoint a Member of the Board (elected or co-opted) who has the necessary professional expertise as the Society's Treasurer, whose responsibility will be to supervise and review all aspects of the Society's financial affairs, and to ensure that the Board receives adequate and accurate financial reports.

## **ACCOUNTS AND AUDITS**

- 70 The Board shall cause accounting records to be kept in accordance with Section 386 of the Act.
- 71 The accounting records of the Society shall be kept at the office or, subject to Section 388 of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
- 72 The Board shall from time to time in accordance with the provision of the Statutes cause to be prepared and to be laid before the Society in General Meeting such income and expenditure accounts (if any) and reports as are requested to be produced.
- 73 A printed copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting and of the Board's and Auditor's reports and Directors' Report shall, at least twenty-one clear days before the meeting, be delivered or sent by post to the Auditors and to every Member who is entitled to received notices of General Meetings and of whose address the Society is aware.
- 74 Within three months of the end of every financial year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more duly qualified Auditors.
- 75 Auditors shall be appointed and their duties regulated in accordance with the Statutes , the members of the Board being treated as the Directors mentioned in those Sections.
- 76 The balance sheet shall be signed on behalf of the Board by two Members of the Board and the Auditors' report shall be attached to the balance sheet and shall be read before the Society in General Meeting and shall be open to inspection by any Member.
- 77 Every account of the Board when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

## NOTICES

- 78 A notice may be sent by the Society to any Member in any way in which the Act provides for documents or information which are authorized or required by any provision of the Act to be sent or supplied by the Society.
- 79 Each Member shall from time to time notify in writing to the Society an address which shall be deemed his registered place of address within the meaning of the last preceding Article hereof. Only Members having registered places of address in the United Kingdom notified as hereinbefore provided shall be entitled to receive notices from the Society.
- 80 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 80.1. if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
  - 80.2. if properly addressed and delivered by hand, when it was given or left at the appropriate address;
  - 80.3. if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
  - 80.4. if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have been received) notice of the fact that the material is available on the website.
- 81 For the purposes of Article 80 no account shall be taken of any part of a day that is not a working day.
- 82 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.
- 83 Any notice required to be given by the Society to the Members or any of them and not expressly provided for by these presents shall be sufficiently given if advertised once in one newspaper with distribution throughout the United Kingdom.
- 84 The signature to any notice to be given by the Society may be written or printed.
- 85 Every notice or application to the Board or to the Secretary or the Society except where otherwise specifically provided shall be sufficient if signed by the person or persons giving or making the same and given to the Secretary or left at the Office addressed to him between the hours of 10.00 am and 4.00 pm on any working day except Saturday or forwarded to him at such office by registered post prepaid and every person giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

## **INDEMNITY**

- 86 Subject to Section 232 of the Act, every Member of the Board Secretary and other officer or servant of the Society shall be indemnified by the Society against and it shall be the duty of the Members of the Board out of the funds of the Society to pay all costs, losses and expenses including travelling expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties.
- 87 No Member of the Board or other officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other Member of the Board or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society or the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgement or oversight, omission or default on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, but this and the last preceding Article shall only have effect subject to the provisions of Section 205 of the Act.

## **INSURANCE**

- 88 The Members of the Board may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any Relevant Officer in respect of any Relevant Loss.

## **WINDING-UP**

- 89 The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the same were repeated in these presents.

## **ARBITRATION**

- 90 If and whenever any difference shall arise between the Society and any of the Members touching the construction of any of the Articles hereof or the act, matter or thing made or done or to be made or done or omitted hereunder or in regard to rights and liabilities arising hereunder or arising out of the relation existing between the parties by reason of these presents or of the Statutes or any of them such difference shall forthwith be referred to two arbitrators – one to be appointed by each party in difference – or to an umpire to be chosen by the arbitrators before entering on the consideration of the matters referred to them and every reference shall be conducted in accordance with the provisions of the Arbitration Act 1959 or any Act amending, extending or re-enacting the same.