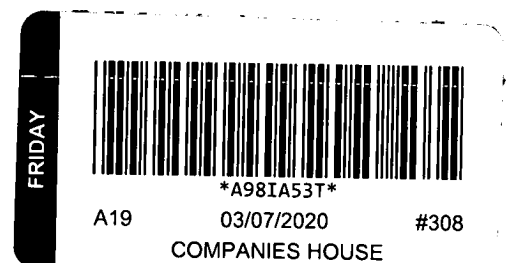


THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of
ROYAL TELEVISION SOCIETY
(COMPANY NUMBER 00249462)



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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF ROYAL TELEVISION SOCIETY

1. NAME AND REGISTERED OFFICE

- 1.1 The name of the Society is Royal Television Society.
- 1.2 The registered office of the Society is to be in England and Wales.

2. INTERPRETATION

- 2.1 The interpretation provision in Article 25 shall apply.
- 2.2 Any word or expression that appears in bold type on the first occasion that it is used in the **Articles** is defined in Article 25.

3. OBJECTS

- 3.1 The objects of the **Society** are
 - 3.1.1 the advancement of public education in the practice, technology, art and science of television and allied fields; and
 - 3.1.2 the advancement of the arts and culture, in particular by promoting and encouraging the achievement of high standards of creativity in television and allied fields.
- 3.2 Nothing in these Articles shall authorise an application of the Society's property for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

4. POWERS

The Society has the following powers, which may be exercised only in promoting the **Objects**:

- 4.1 to organise or support the organisation of lectures, discussions, exhibitions, public meetings and training programmes;
- 4.2 to promote or carry out research;
- 4.3 to publish research reports, journals, periodicals and other materials in any medium;
- 4.4 to award prizes or other awards provided that no member of the Board of Trustees shall be eligible for any prize or award in the form of money;
- 4.5 to establish and maintain, extend and improve a library and other facilities;
- 4.6 to make representations to Parliament or to other bodies in relation to matters affecting the achievement of the **Objects**;

- 4.7 to provide advice;
- 4.8 to acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Society and to make planning applications, applications for consent under bye-laws or building regulations or other similar applications;
- 4.9 to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Society, subject to such consents as may be required by law;
- 4.10 to accept any gift of property, whether subject to any special trust or not;
- 4.11 to raise funds (but not by means of **Taxable Trading**);
- 4.12 to borrow and raise money in such manner as the Society may think fit;
- 4.13 to make grants or loans of money and to give guarantees;
- 4.14 to set aside funds for special purposes or as reserves against future expenditure;
- 4.15 to draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 4.16 to deposit or invest funds in any manner (but to invest only after obtaining advice from a **Financial Expert**, unless the Trustees reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so, and having regard to the suitability of investments and the need for diversification);
- 4.17 to delegate the management of investments to a Financial Expert, but only on terms that:
 - (a) require the Financial Expert to comply with any investment policy (and any revision of that policy) set down In Writing for the Financial Expert by the Trustees;
 - (b) require the Financial Expert to report every transaction to the Trustees promptly;
 - (c) require the Financial Expert
 - (d) to review the performance of the investments with the Trustees regularly;
 - (e) entitle the Trustees to cancel the delegation arrangement at any time;
 - (f) require the investment policy and the delegation arrangement to be reviewed with the Trustees at least once a Year;
 - (g) require all payments to the Financial Expert to be on a scale or at a level which is agreed in advance and to be notified promptly to the Trustees on receipt; and
 - (h) prohibit the Financial Expert from doing anything outside the powers of the Trustees;
- 4.18 to arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body controlled by the Trustees or by a Financial Expert acting under the instructions of the Trustees) and to pay any reasonable fee required;

- 4.19 to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
- 4.20 to insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as **Charity Trustees** or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the **Trustee** concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 4.21 subject to Article 8, to employ officers, employees and workers and to engage consultants, advisers, agents and volunteers;
- 4.22 to provide and contribute to superannuation or pension funds for the officers, employees and workers of the Society or any of them or otherwise to make provision for such officers employees and workers, their widows or widowers and children;
- 4.23 to enter into contracts to provide services to or on behalf of other bodies;
- 4.24 to arrange for the amalgamation or merger of the Society with any charitable organisation the purposes of which in the opinion of the Trustees are similar to the purposes of the Society either alone or as amalgamated;
- 4.25 to establish or acquire subsidiary companies; and
- 4.26 to do anything else within the law which promotes or helps to promote the Objects.

5. **BOARD OF TRUSTEES**

- 5.1 Anyone who is willing to act as a Trustee, and who would not be disqualified from acting under Article 5.8 may be appointed or elected as a Trustee in accordance with Article 5.2.
- 5.2 The Board of Trustees shall consist of:
 - (a) the **Chair** of the Board of Trustees who shall be appointed by the Trustees;
 - (b) the Vice-Chair of the Board of Trustees who shall be appointed by the Trustees;
 - (c) the Honorary Treasurer who shall be appointed by the Trustees;
 - (d) the Honorary Secretary who shall be appointed by the Trustees;
 - (e) one person who shall be elected by the **Principal Patrons Group**;
 - (f) one person who shall be elected by those members of the **Centres Council** who represent **Centres** in England;
 - (g) one person who shall be elected by those members of the Centres Council who represent Centres in Scotland, Wales, Northern Ireland, the Republic of Ireland and the Isle of Man; and
 - (h) such number (not exceeding six) of additional persons who may be co-opted by the Trustees as they may from time to time decide.

- 5.3 No person shall be eligible to hold or retain office on the Board of Trustees unless he or she is a Full Member.
- 5.4 Any Trustee in office prior to the date of the adoption of these Articles shall continue to be a Trustee on the adoption of these Articles and shall, subject to Article 5.8, continue in office until the expiry of his or her current term of office. Any such Trustee may be reappointed or re-elected in accordance with Article 5.2 on the expiry of his or her current term of office and that Trustee shall be deemed to have commenced his or her term of office for the purposes of Articles 5.5.1 and 5.5.2 on such reappointment or re-election as Trustee.
- 5.5 Subject to Article 5.4, Trustees shall be appointed or elected in accordance with Articles 5.1 and 5.2 and:
- 5.5.1 each Trustee shall retire from office at the third **Annual Retirement Meeting** following the commencement of his or her term of office;
- 5.5.2 retiring Trustees may be reappointed or re-elected in accordance with Article 5.2 for a further two terms of office of up to three years each provided that, subject to Article 5.5.3, a Trustee who has served for three consecutive terms of office must take a break from office and may not be reappointed until the fifth Annual Retirement Meeting following the Annual Retirement Meeting at which his or her break from office commenced; and
- 5.5.3 the **Full Members** may shorten the period during which a retiring Trustee is obliged to take a break from office, or waive the requirement for a Trustee to take any break from office, under the proviso in Article 5.5.2, in which case such retiring Trustee may be reappointed or re-elected in accordance with Article 5.2 for one further term of office of up to three years.
- 5.6 The Annual Retirement Meeting shall be the first meeting of the Trustees following the Society's annual general meeting.
- 5.7 If a casual vacancy arises on the Board of Trustees (whether as a result of any member of the Board of Trustees ceasing to hold that office for any reason before the date of expiry of the term for which that member was elected or otherwise) the vacancy may be filled by the appointment by the Board of Trustees of another person to serve the remainder of that term. Any period served on the Board as a Trustee to fill a casual vacancy in this way shall be disregarded in calculating that person's eligibility for re-election or re-appointment to the Board of Trustees.
- 5.8 The office of a member of the Board of Trustees shall be vacated:
- (a) if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (b) if he or she becomes of unsound mind;
 - (c) if he or she ceases to be a Full Member;
 - (d) if by notice in writing to the Society he or she resigns from office;
 - (e) if he or she becomes prohibited from holding office by reason of any court order made under the Act, or by reason of disqualification pursuant to the **Charities Act**;

- (f) if he or she is removed from office by the Society in general meeting;
- (g) on expiry of his or her term of office (subject to his or her reappointment or re-election in accordance with Articles 5.4 and 5.5.2) ; or
- (h) if, in the reasonable opinion of the Board of Trustees, he or she has acted in any way that is contrary to the interests of the Society and the Board of Trustees has resolved by a two-thirds majority that he or she be removed from the Board of Trustees.

6. POWERS OF THE BOARD OF TRUSTEES

6.1 The business of the Society shall be managed by the Board of Trustees, who may exercise all such powers of the Society as are not by the **Companies Act** or by the Articles required to be exercised by the Society in general meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Companies Act, and to such regulations (not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Society in general meeting, but no regulation so made by the Society shall invalidate any prior act of the Society which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board of Trustees by any other Article.

6.2 The Board of Trustees shall have power from time to time to adopt and make, alter or revoke, regulations and bye-laws for the regulation of the Society and otherwise for the furtherance of the Objects, provided that such regulations and bye-laws are not repugnant to the Articles and do not amount to or involve such an alteration of, or addition to, the Articles as could only lawfully be made by a **Special Resolution**. No member shall be absolved from such regulations and bye-laws by reason of not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no express notice of them. It is expressly declared that without prejudice to the powers of the Board of Trustees to make regulations and bye-laws on other matters the following shall be deemed to be matters which may be governed by regulations and bye-laws within the meaning of this Article:

- (a) as to grades of membership of the Society;
- (b) as to whether each grade of membership falls within the category of Full Member or **Associate Member**;
- (c) as to the persons eligible for membership of the Society and the conditions on which persons shall be admitted to membership of the Society, including entrance fees and annual subscriptions (if any) payable in respect of membership of the Society;
- (d) as to the rules for the constitution and procedures of Centres, including regulations for meetings of the Centres Council and for the restructuring, amalgamation and dissolution of Centres; and
- (e) as to the rules for the election of members of the Board of Trustees pursuant to paragraphs (e), (f) and (g) of Article 5.2; and

- (f) arrangements for **Remote Attendance** at general meetings, including any relevant restrictions or limitations.

6.3 The Board of Trustees may establish, and delegate such of their powers and functions to, committees consisting of such member or members of the Society as they shall think fit (including senior employees of the Society) and any committee so formed shall, in the execution of the powers so delegated, conform with any regulations imposed on it by the Board of Trustees.

6.4 The Trustees may authorise further delegation of the relevant powers or functions, by any committee to whom they are delegated.

6.5 The Trustees may revoke any delegation in whole or part or alter any regulations imposed on a committee.

6.6 All proceedings of committees must be reported promptly to the Board of Trustees.

7. PROCEEDINGS OF THE BOARD OF TRUSTEES

7.1 The Board of Trustees shall unless otherwise determined by them hold at least four meetings in each calendar year. A meeting of the Board of Trustees may be held either in person or by telephone or other suitable electronic or other means agreed by the Trustees in which all participants may communicate with each other.

7.2 The Board of Trustees may by a resolution approved by not less than two-thirds in number of the members of Board of Trustees for the time being entitled to participate determine the quorum necessary for the transaction of business, provided that unless otherwise resolved, five members shall be a quorum, whether they participate in person or by telephone or other suitable electronic or other means.

7.3 The Chair of the Board of Trustees shall preside at all meetings of the Board of Trustees in which he or she participates. In the absence of the Chair, the Vice-Chair of the Board of Trustees shall preside and, if the Vice-Chair is not participating in the meeting or is not willing to preside, the members of the Board of Trustees participating in the meeting may choose one of their number to preside over the meeting.

7.4 Questions arising at any meeting shall be decided by a majority of votes of the members participating in the meeting, provided that in cases of an equality of votes the person presiding over the meeting shall have a second or casting vote.

7.5 All meetings of Board of Trustees shall be convened by at least one week's previous notice in writing unless, in the opinion of the Chair of the Board of Trustees, it is necessary to convene a meeting at shorter notice, in which case a meeting may be convened and held with the consent of not less than two-thirds in number of the members of Board of Trustees for the time being entitled to participate. With each such notice there shall be sent an agenda of the business to be discussed at such meetings. No business shall be transacted at such meetings which is not mentioned in such agenda unless in the opinion of the Chair of the Board of Trustees supported by a majority of the meeting it arises directly out of an item of business on the agenda or on the minutes of the last previous meeting or is a matter of urgency.

- 7.6 A meeting of the Board of Trustees shall be summoned, at the request of the Chair of the Board of Trustees or of any three members of the Board of Trustees, by means of a notice served upon the members of Board of Trustees.
- 7.7 A Trustee must avoid a situation in which he has an interest or duty that conflicts or possibly may conflict with the interests of the Society. This duty is not infringed if:
- (a) the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - (b) the situation is authorised by the Trustees in accordance with Article 7.8; or
 - (c) the situation relates to the purchase of trustee indemnity insurance in accordance with Article 4.20.
- 7.8 If a conflict of interests arises for a Trustee, the unconflicted Trustees may authorise such a conflict of interests provided that:
- (a) the procedure in Article 7.9 is followed;
 - (b) authorisation will not result in any direct or indirect **Material Benefit** being conferred on any Trustee or any **Person Connected to a Trustee** that would not be permitted by Article 8; and
 - (c) the unconflicted Trustees consider it is in the best interests of the Society to authorise the conflict of interest in the circumstances.
- 7.9 Whenever a Trustee has an interest in a matter to be discussed at a meeting of the Trustees or a committee (unless the matter is the purchase of trustee indemnity insurance in accordance with Article 4.20) the Trustee concerned must:
- (a) declare his interest before discussion begins on the matter;
 - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - (c) not be counted in the quorum for that part of the meeting; and
 - (d) withdraw during the vote and have no vote on the matter.
- 7.10 The Board of Trustees may invite the Society's Chief Executive or such other members of staff or advisers to attend and speak at their meetings but no person so attending shall be entitled to vote on any matter.
- 7.11 All acts bona fide done by any meeting of the Board of Trustees or any committee of the Board of Trustees, or by any person acting as a member of the Board of Trustees, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, 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 was qualified to be a member of the Board of Trustees.

7.12 The Board of Trustees shall cause proper minutes to be made of all appointments of officers made by the Board of Trustees and of the proceedings of all meetings of the Society and of the Board of Trustees and of committees of the Board of Trustees, and all business transacted at such meetings, and any such minutes of any meeting if purporting to be signed by the Chair of such meeting or by the Chair of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

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

8. BENEFITS TO MEMBERS AND TRUSTEES

8.1 The income and property of the Society must be used only for promoting the Objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit, to the members of the Society provided that nothing herein shall prevent the payment in good faith of:

8.1.1 reasonable and proper remuneration to any officer or member of the staff of the Society or to any member of the Society in return for any services actually rendered to the Society; or

8.1.2 interest at a rate not exceeding 5 per cent per annum on money lent; or

8.1.3 reasonable and proper rent for premises demised or let by any member to the Society;

8.2 No member of the Board of Trustees shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Society to any member of the Board of Trustees, except:

8.2.1 repayment of out of pocket expenses; or

8.2.2 interest at the rate aforesaid on money lent; or

8.3 reasonable and proper rent for premises demised or let to the Society; or

8.4 as mentioned in Articles 4.20 or 23, provided that nothing herein shall prevent payment to any company of which a member of the Board of Trustees may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

9. CENTRES AND THE CENTRES COUNCIL

9.1 The work of the Society shall be promoted and supported by a network of Centres which shall be constituted as branches of the Society. The constitution and government of each Centre shall be regulated by the Board of Trustees in accordance with Articles 6.2(d) and 6.3. All activities conducted by or on behalf of the committee of each Centre shall be in accordance with such rules and directions as the Board of Trustees may from time to time

prescribe and any powers delegated to it are exercisable only for the advancement of the Objects and not for any other purpose.

9.2 The Board of Trustees shall constitute a Centres Council whose function shall be to promote communication between members, between members and the Trustees, and between members and Society staff concerning the activities of the Society and to undertake such tasks as the Trustees shall from time to time direct. It shall, when complete, comprise:

- (a) the chair of each of the Society's regional and national Centres or, if such chair is not able or willing to participate, another elected member of the Centre's committee;
- (b) one additional elected member of the London Centre's committee;
- (c) the Chair and Vice-Chair of the Board of Trustees;
- (d) the Honorary Treasurer and the Honorary Secretary.
- (e) the Chief Executive of the Society.

9.3 Meetings of the Centres Council shall be chaired by the Chair of the Board of Trustees or another Trustee who is a member of the Centres Council. The Chief Executive of the Society shall be entitled to attend meetings of the Centres Council but shall not be entitled to vote on any matter. In all other respects the calling, conduct and remit of meetings of the Centres Council shall be in accordance with such rules and directions as the Board of Trustees may from time to time prescribe

10. PRINCIPAL PATRONS GROUP

10.1 The Board of Trustees shall constitute a Principal Patrons Group to provide an opportunity for representatives of major broadcasters or other organisations involved in television or allied fields to exchange views on the Society's operations and to contribute in an advisory capacity to the effective achievement of the Objects.

10.2 The criteria for membership of the Principal Patrons Group, its terms of reference and procedures for the conduct of its business (including the election of an individual to the Board of Trustees) shall be determined from time to time by the Board of Trustees provided that the admission of members to the Principal Patrons Group shall be subject to consultation with its existing membership.

11. MEMBERSHIP

11.1 The members of the Society shall be such persons as are already members of the Society at the date of the adoption of these Articles and such other persons as the Board of Trustees shall admit to membership in their absolute discretion.

11.2 The Society has Full Members and Associate Members.

11.3 The Society must maintain a register of Full Members in accordance with the Companies Acts.

- 11.4 The Trustees may establish different classes of membership within the categories of Full Members and Associate Members and prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 11.5 Every member shall to the best of such member's ability further the Objects, interest and influence of the Society and shall observe all the regulations and bye-laws of the Society.
- 11.6 The membership of any member who shall fail to observe any of the regulations or bye-laws of the Society or whose continuing membership of the Society would, in the reasonable opinion of the Board of Trustees, be contrary to the best interests of the Society may be terminated by a resolution of the Board of Trustees in accordance with the following procedure:
- (a) a meeting of the Board of Trustees shall be convened for the purpose of terminating the membership of such member;
 - (b) seven **Clear Days'** notice of the Board of Trustees meeting shall be sent to such member and such member may attend the meeting and be heard but save as aforesaid such member shall not be present at the voting or take part in the proceedings otherwise than as the Board of Trustees allows; and
 - (c) a member whose membership has been terminated under this Article 11.6 shall have no claim to a return of the money paid to the Society on entry as a member thereof, or by way of annual or other voluntary contribution as the case may be and shall cease to be a member of the Society.
- 11.7 Membership is terminated automatically:
- (a) if the member concerned gives written notice of resignation to the Society;
 - (b) if the member concerned dies; or
 - (c) if any membership subscription due from the member concerned shall be unpaid for three months, provided that any such membership may be reinstated at the discretion of the Board of Trustees on payment of the relevant subscription.

11.8 Membership of the Society is not transferable.

12. **GENERAL MEETINGS**

- 12.1 The Society shall hold a general meeting in every year as its annual general meeting at such time and place as may be determined by the Board of Trustees, and shall specify the meeting as such in the notices calling it, provided that every such general meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting.
- 12.2 The Trustees may, at their discretion, suspend the requirement to hold an annual general meeting within the time limits specified in Article 12.1 for a particular calendar year, if they consider that due to circumstances beyond their control holding the annual general meeting within those time limits would pose significant safety or other risks to the Full Members or would be in breach of any relevant laws or regulations. The Trustees must keep any suspension under regular review and must endeavour to arrange the annual general

meeting for later in the calendar year, once they consider it to be safe and practicable to do so. If they do not consider it to be safe and practicable to rearrange the annual general meeting in the same calendar year, the Trustees may decide that no annual general meeting shall be held in that calendar year and must make such arrangements as they think fit to deal with any business ordinarily dealt with at the annual general meeting.

- 12.3 General meetings may be convened on a resolution of the Board of Trustees and shall be convened pursuant to a requisition of Full Members in accordance with the provisions of the Companies Act.
- 12.4 Full Members are the only members of the Society who are entitled to receive notice of, attend and vote at general meetings.
- 12.5 In determining attendance at a meeting it is immaterial whether any two or more Full Members are in the same place as each other.
- 12.6 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that they are able to exercise rights to speak and vote at the meeting.
- 12.7 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 12.8 A person is able to exercise the right to vote at a general meeting when:
 - (a) that person is able to vote during the meeting (or, in the case of a poll, within the time period specified by the chair of the meeting) on resolutions put to the vote at the meeting; and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 12.9 The Trustees may, in their discretion, make such arrangements as they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it. Such arrangements may, without limitation, include arrangements involving telephone or video conferencing and/or use of electronic platforms.
- 12.10 The Trustees shall determine in relation to each general meeting the means of attendance at the meeting, including without limitation whether the meeting shall be held as a **Hybrid Meeting**.

13. **HYBRID MEETINGS AND REMOTE ATTENDANCE**

- 13.1 A Hybrid Meeting is a general meeting where the Trustees have made arrangements to enable those attending the meeting to exercise their rights to speak or vote at the meeting either by physical attendance at the place specified in the notice of the meeting (the "**Primary Location**") or remotely using the **Technology** ("Remote Attendance").
- 13.2 The Trustees may make such arrangements for Remote Attendance at a Hybrid Meeting as they may (subject to the requirements of the Companies Act) decide. The entitlement of any

person to attend a general meeting by Remote Attendance shall be subject to such arrangements.

13.3 In the case of a Hybrid Meeting:

13.3.1 the provisions of these Articles shall be treated as modified to permit such arrangements and in particular:

- (a) references in these Articles to attending and being present and present in person at the general meeting, including in relation to the quorum for the meeting and the right to vote, shall be treated as including attending the meeting by Remote Attendance;
- (b) references in these Articles to the place of a general meeting shall be treated as referring to the Primary Location;

13.3.2 the Trustees may decide:

- (a) how those attending via Remote Attendance may communicate with the meeting, for example, by communicating with the chair In Writing using an electronic platform;
- (b) how those attending via Remote Attendance may vote;

13.3.3 the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Trustees, who must give the members as much notice as practicable of the change; and

13.3.4 in the event of technical failure during the meeting the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance.

14. NOTICE OF GENERAL MEETINGS

14.1 General meetings are called on at least 14 Clear Days' Written notice specifying the business to be discussed. The accidental omission to give notice of a meeting to or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

14.2 If, after the sending of the notice of a general meeting but before the meeting is held (or, after the adjournment of a general meeting but before the adjourned meeting is held) the Trustees consider that due to circumstances beyond their control, proceeding with the annual general meeting would pose safety or other risks to the Full Members or would be in breach of any relevant laws or regulations, they may postpone the general meeting to another date, time and/or place.

14.3 When a general meeting is so postponed, the Trustees must give notice of the postponed meeting in accordance with Article 14.1.

14.4 No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting had it not been postponed.

- 14.5 If a general meeting is postponed in accordance with this Article 14 the appointment of a proxy will be valid if it is received in accordance with Article 16.2.

15. QUORUM AT GENERAL MEETINGS

- 15.1 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, ten Full Members present in person or by proxy shall be a quorum.
- 15.2 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Full Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Board of Trustees shall determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the holding the meeting the Full Members present shall be a quorum.
- 15.3 The Chair of the Board of Trustees shall preside as chair at every general meeting but if at any meeting he or she declares that he or she does not wish to preside or is not present at the time appointed for holding the same, one of the other Trustees shall preside and if at any meeting none of the Trustees shall be present at the time appointed for holding the same, or if none shall be willing to preside, the Full Members present shall choose some Full Member of the Society who shall be present to preside.
- 15.4 The chair of a general meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, Full Members shall not be entitled to any notice of an adjournment, or the business to be transferred at any adjourned meeting.

16. APPOINTMENT OF PROXIES

- 16.1 An instrument appointing a proxy shall be in writing and be signed by the appointor or the appointor's attorney duly authorised in writing and be in such form as shall be specified by the Board of Trustees from time to time. The Board of Trustees may, but shall not be bound to, require evidence of the authority of any such attorney.
- 16.2 An instrument appointing a proxy and the power of attorney under which it is signed or a notarially certified or office copy thereof must be delivered to such place and by such means (including, for the avoidance of doubt, electronic means) as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or postponed or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- 16.3 If the Society gives an email address in a notice calling a meeting, in an instrument of proxy sent out by it in relation to the meeting or in an invitation to appoint a proxy issued by it in relation to the meeting, it will be deemed to have agreed that any document or information

relating to proxies for that meeting may be sent by electronic mail to that email address (subject to any conditions or limitations specified in the notice).

- 16.4 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. It need not be witnessed and shall, unless the contrary is stated therein, be valid as well for any postponement or adjournment of the meeting as for the meeting to which it relates.
- 16.5 A vote given by proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Society at the office before the commencement of the meeting or postponed or adjourned meeting or poll at which the vote is given.
- 16.6 No objection shall be raised to the qualification of any voter except at the meeting or postponed or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chair of the meeting, whose decision shall be final and conclusive.

17. VOTING AT GENERAL MEETINGS

- 17.1 At any general meeting, unless where otherwise provided by the Companies Act, every issue is decided by a majority of the votes cast.
- 17.2 Subject to Article 17.3, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is before or upon the declaration of the result of the show of hands demanded by the chair of the meeting or by at least three Full Members present in person or by proxy, and unless a poll be so demanded a declaration by the chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book 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 the resolution.
- 17.3 At a Hybrid Meeting, or any part of a general meeting that is a Hybrid Meeting, all resolutions put to the vote of the meeting (except for ancillary and procedural resolutions) shall be decided on a poll.
- 17.4 If any votes shall be counted which ought not have been counted or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting or at any adjournment thereof and not in that case unless it shall in the opinion of the chair of the meeting be of sufficient magnitude to vitiate the resolution.
- 17.5 If a poll be demanded in manner aforesaid or is to be taken in accordance with Article 17.3, it shall be taken at such time and place and in such manner as the chair 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.
- 17.6 No poll shall be demanded on the election of a chair of a meeting or on any question of adjournment at a general meeting which is not being held as a Hybrid Meeting.

- 17.7 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 17.8 Subject to Article 17.9, every Full Member present in person or by proxy has one vote on each issue. For the avoidance of doubt, Associate Members do not have any voting rights.
- 17.9 A person who has been appointed as proxy for more than one Full Member has only one vote on a show of hands.
18. **WRITTEN RESOLUTIONS**
- 18.1 The Society may pass written resolutions in accordance with the procedures prescribed in the Companies Act.
- 18.2 The following may not be passed as a written resolution:
- (a) a resolution to remove a Trustee before his period of office expires; and
 - (b) a resolution to remove an auditor before his period of office expires.
19. **RECORDS & ACCOUNTS**
- 19.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to the keeping of statutory books, financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
- (a) annual reports;
 - (b) annual returns; and
 - (c) annual statements of account.
- 19.2 The Trustees must keep proper records of:
- (a) all resolutions of Full Members passed otherwise than at a general meeting;
 - (b) all proceedings at general meetings;
 - (c) all proceedings at meetings of the Trustees;
 - (d) all reports of committees; and
 - (e) all professional advice obtained.
- 19.3 The records referred to in Articles 19.2(a), 19.2(b) and 19.2(c) must be kept for 10 years from the date of the resolution, general meeting or Trustees' meeting, as relevant.
- 19.4 Accounting records relating to the Society must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by Full Members who are not Trustees if the Trustees so decide.

- 19.5 A copy of the Society's latest available statement of account or annual report must be supplied on request to any Trustee or member, free of charge. A copy of either document must also be supplied within two months to any other person who makes a Written request for it and pays the Society's reasonable costs.

20. COMMUNICATION WITH MEMBERS

- 20.1 The Society may validly send or supply any document (including any notice) or information to a member:

- (a) by delivering it by hand to the address recorded for the Full Member in the register of members or supplied by an Associate Member for this purpose;
- (b) by sending it by post or courier in an envelope (with postage or delivery paid) to the address recorded for the Full Member in the register of members or supplied by an Associate Member for this purpose;
- (c) by fax to a fax number notified by the member In Writing;
- (d) by electronic mail to an email address notified by the member In Writing; or
- (e) by means of a website the address of which has been notified to the member In Writing in accordance with this Article 20.

- 20.2 The Society may only send a document or information to a member by electronic mail:

- (a) where the member concerned has agreed (either generally or in relation to the specific document or information) that it may be sent in that form; and
- (b) to the address specified for that purpose by the member.

- 20.3 A member will be deemed to have agreed to the supply of a document or information via a website if the following conditions are met:

- (a) the member has been asked individually by the Society to agree that it may send or supply documents or information generally, or the documents or information in question, to the member by means of a website; and
- (b) the request under (a) above stated clearly what the effect of a failure to respond would be; and
- (c) the Society has not received a response within the period of 28 days beginning with the date on which the request was sent; and
- (d) the Society complies with the requirements of Articles 20.4 and 20.5,

but a member will not be deemed to have agreed to the supply of a document or information if the Society's request was sent less than twelve months after a previous request in respect of the same or a similar class of documents or information.

- 20.4 When supplying information or a document via a website, the Society must notify each intended recipient of:

- (a) the presence of the document or information on the website;
 - (b) the address of the website;
 - (c) the place on the website where it may be accessed; and
 - (d) how to access the document or information.
- 20.5 Where information or a document is supplied to members via a website in accordance with this Article, the document or information must remain on the website:
- (a) in the case of notice of a general meeting, until after the general meeting has ended; and
 - (b) in all other cases, for 28 days beginning with the date on which the Society sent notification pursuant to Article 20.4.
- 20.6 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- (a) 24 hours after being sent by electronic mail or fax or delivered by hand to the relevant address;
 - (b) two Clear Days after being sent by first class post to the relevant address;
 - (c) three Clear Days after being sent by second class or overseas post to the relevant address;
 - (d) on the date on which the notice was posted on a website (or, if later, the date on which the member was notified of the posting on the website in accordance with Article 20.4);
 - (e) on being handed to the member personally; or if earlier
 - (f) as soon as the member acknowledges actual receipt.
- 20.7 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 20.8 Members may validly send any notice or document to the Society:
- (a) by post to
 - (i) the Society's registered office; or
 - (ii) any other address specified by the Society for such purposes;
 - (b) to any fax number or email address provided by the Society for such purposes.

21. **DISPUTES**

If a dispute arises between members about the validity or propriety of anything done by the members under the Articles and the dispute cannot be resolved by agreement, the parties

to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

22. **GUARANTEE**

22.1 The liability of Full Members is limited.

22.2 Every Full Member promises, if the Society is dissolved while he or she remains a Full Member or within 12 months afterwards, to pay up to one pound towards the costs of dissolution and the liabilities incurred by the Society while he or she was a Full Member.

23. **INDEMNITY**

The Society shall indemnify every Trustee in respect of any **Relevant Liabilities Properly Incurred** in running the Society.

24. **WINDING UP**

24.1 The Society may at any time before, and in expectation of, its dissolution resolve that any assets remaining after provision has been made for all its liabilities be applied in one or more of the following ways:

- (a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- (b) directly for the Objects or charitable purposes within or similar to the Objects;
- (c) in such other manner consistent with charitable status as the Commission approves In Writing in advance.

24.2 A final report and statement of account must be sent to the Commission.

25. **INTERPRETATION**

25.1 In the Articles:

Annual Retirement Meeting has the meaning given in Article 5.6;

Associate Members means members of the Society who meet such conditions as the Board of Trustees may from time to time prescribe in accordance with Article 6.2(c), provided that no such associate members shall be Full Members;

Articles means these articles of association;

Centre means a regional or national centre constituted under Article 9.1;

Centres Council means the body established under Article 9.2;

Chair means the chair of the Trustees;

Charities Act	means the Charities Act 2011;
Charity Trustee	has the meaning prescribed by section 177 of the Charities Act;
Clear Days	means the period excluding the day when the notice is deemed to be given and the day for which it is given or on which it is to take effect;
Charity Commission	means the Charity Commission for England and Wales;
Companies Act	means the Companies Act 2006;
Financial Expert	means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000;
Full Members	means members of the Society who have subscribed to the Society by payment of such annual subscription fee and meet such other conditions as the Board of Trustees may from time to time prescribe in accordance with Article 6.2(c) and who are the members of the Society for the purposes of the Companies Act;
Hybrid Meeting	has the meaning given in Article 13.1;
Material Benefit	means a benefit which may or may not be financial but which has a monetary value;
Objects	means the objects of the Society set out in Article 3;
Person Connected To A Trustee	means (a) a child, parent, grandchild, grandparent, brother or sister of a Trustee; (b) the spouse or civil partner of a Trustee or anyone falling within paragraph (a); (c) a person carrying on business in partnership with a Trustee or with any person falling within paragraph (a) or (b); (d) an institution which is controlled by a Trustee or by any person falling within paragraphs (a) (b) or (c) (or which is controlled by any two or more such persons when taken together); (e) a body corporate in which a Trustee or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest);
Personal Interest	means an interest which conflicts with the interests of the Society but does not include an interest in purchasing trustee indemnity insurance;

Primary Location	has the meaning given in Article 13.1;
Principal Patrons Group	means the group constituted under Article 10;
Properly Incurred	means incurred otherwise than in connection with any negligence, default, breach of duty or breach of trust in relation to the Society;
Relevant Liability	<p>means a liability incurred by a Trustee (acting in that capacity) towards a third party, other than liability</p> <ul style="list-style-type: none"> • to pay a criminal fine; • to pay a sum to a regulatory authority regarding non-compliance with a regulatory duty (however arising); • for defending criminal proceedings in which he is convicted; • for defending civil proceedings in which judgment is given against him; • in connection with an application for relief from the Court (under the Court's power to relieve from liability in cases of honest and reasonable conduct) in which the Court refuses to grant relief;
Remote Attendance	has the meaning given in Article 13.1;
Society	means the company governed by the Articles;
Special Resolution	means a resolution passed by the Full Members in accordance with the Companies Act;
Taxable Trading	means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, and the profits of which are liable to tax;
Technology	means technology (including without limitation one or more electronic platforms) approved by the Trustees from time to time for the purposes of facilitating Hybrid Meetings;
Trustee	means a member of the Board of Trustees of the Society;
Written or In Writing	refers to a legible document on paper or a document which can be printed onto paper including a fax

message or electronic mail;

Year

means calendar year.

- 25.2 Except where the context requires otherwise, expressions defined in the Companies Act have the same meaning in the Articles.
- 25.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 25.4 References to one gender shall include any other gender.
- 25.5 Articles 3, 4.20, 8 and 24 must not be changed without the prior Written authorisation of the Commission.
- 25.6 The model articles in Schedule 2 of the Companies (Model Articles) Regulations 2008 do not apply to the Society.