

Number of Company 00022866

THE COMPANIES ACT 1948 TO 1983

COMPANY LIMITED BY GUARANTEE

(copy)  
SPECIAL RESOLUTIONS  
OF  
THE CLEVELAND BAY HORSE SOCIETY  
OF GREAT BRITAIN AND IRELAND

Passed the 25<sup>th</sup> day of January, 1984

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held on the 25<sup>th</sup> day of January, 1984, the following SPECIAL RESOLUTIONS were duly passed:-

1. That the name of the Society shall be the "Cleveland Bay Horse Society of the United Kingdom".
2. That the Memorandum of Association of the Society existing at the date of the meeting shall no longer apply to the Society and that in lieu thereof the Memorandum of Association already prepared, a copy whereof has been initialled by the President for the purposes of identification, be adopted by the Society and that the Society be directed forthwith to register the same with the Registrar of Companies.
3. That the Articles of Association of the Society existing at the date of this meeting shall no longer apply to the Society and that in lieu thereof the Articles of Association already prepared, a copy whereof has been initialled by the President for the purposes of identification, be adopted by the Society and that the Secretary be directed forthwith to register the same with the Registrar of Companies

Deputy President and Chairman of the Meeting

The Companies Acts, 1862 to 1983

ASSOCIATION NOT FOR GAIN

MEMORANDUM OF ASSOCIATION  
Of The  
CLEVELAND BAY HORSE SOCIETY  
Of The UNITED KINGDOM

1. The name of the Society is the "CLEVELAND BAY HORSE SOCIETY OF THE UNITED KINGDOM" (with which was amalgamated in 1937 The Yorkshire Coach Horse Society of Great Britain and Ireland).
2. The Registered Office of the Company will be situated in Yorkshire and the Annual General Meeting will be held in Yorkshire or Cleveland.

OBJECTS

3. The objects for which the Society is established are to preserve and improve the standard of horses in general and of the Cleveland Bay Horse in particular by improving the standard of breeding of Cleveland Bay Horses and by promoting the introduction of Cleveland Bay blood into horse breeding.

In furtherance of these objects but not further or otherwise the Society shall have the following powers:-

- a) To encourage the sales of Cleveland Bay Horses, and Part Bred Horses.
  - b) To compile and publish a Stud Book for such Horses and a Register of Part Bred Horses and to acquire the copyright of any such Stud Book, or of any pedigrees already published, or of any such Register.
  - c) For the purposes of the Society, and subject to the provisions contained in the 21<sup>st</sup> section of the Companies Act 1862, to purchase, take on, lease and otherwise acquire for the Society, houses, lands, horses, goods, chattels, and effects to sell, let and otherwise dispose of the same.
  - d) To hold Shows of such Horses, to operate a premium scheme to offer prizes and to do all other such lawful things as may be necessary for the attainment of the above objects or any of them.
4. The income and property of the Society shall be applied solely toward the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of division of profit, to members of the Society and no member of its Council of Management or Governing Body shall be appointed to any office of the Society paid by salary or fees or receive 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.
    - a) of reasonable and proper remuneration to any member, officer or servant of the Society (not being a member of its Council of Management or Governing Body) for any services rendered to the Society;
    - b) of interest on money lent by a member of the Society or of its Council of Management or Governing Body at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time by Midland Bank PLC or 3% whichever is the greater;

- c) of reasonable and proper rent for premises demised or let by any Member of the Society or of its Council of Management or Governing Body;
  - d) of fees, remuneration or other benefit in money or money's worth to a company of which a Member of the Council of Management or Governing Body may be a Member holding not more than 1/100 part of that company;
  - e) to any member of its Council of Management or Governing Body of out-of-pocket expenses;
  - f) to any Member any prize money or premium award in respect of any animal the property of such member.
5. Every member of the Society undertakes to contribute to the assets of the Society in event of the same being wound up during the time he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the Contributories amongst them, such amount as may be required, not exceeding £1.
6. 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 or distributed among the Members of the Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by Members of the Society at or before the time of dissolution, and if so far as effect cannot be given to such provisions then to some charitable object.
7. True accounts shall be kept of the sums of money received and expended on the Society, and the matter in respect of which such receipt and expenditure takes place, and if the property credits and liabilities of the Society and subject to any reasonable restrictions as to time and manner in inspecting the same that may be imposed in accordance with the regulations of the Society for the time being shall be open to the inspection of Members. Once at least in every year the accounts of the Society shall be examined, and the correctness of the Balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed hereto, are desirous of being formed into a Society in pursuance of this  
Memorandum of Association.

*Names, Addresses and Description of Subscribers*

GEORGE COATES WHITWELL, 12 Barrington Crescent, Stockton on Tees. Esquire  
FRANK ERNEST CLARK DOBSON, Dromonby House, Stokelsley. Farmer  
CHARLES DEACON, Ormesby, Middlesbrough. Land Agent  
GEORGE SCOBY, Beadlam Grange, Nawton, Yorks. Farmer  
WILLIAM DIXON PETCH, East Pastures, Skelton, R.S.O., Yorks. Farmer

JOSEPH WHITWELL PEASE, Hutton Hall, Guisborough. Esquire  
ALFRED EDWARD PEASE, Pinchinthorpe House, Gusiborough. Esquire

Dated this 29<sup>th</sup> day of June 1886

Witness to the above signatures:-

WILLIAM SCARTH DIXON  
West Moor House,  
Marton,  
Middlesbrough.  
Farmer.

The Companies Acts, 1862 to 1983  
ASSOCIATION NOT FOR GAIN  
LIMITED BY GUARANTEE  
ARTICLES OF ASSOCIATION  
Of The  
CLEVELAND BAY HORSE SOCIETY  
OF THE UNITED KINGDOM - 293872

Adopted as the Articles of Association of the Society at an Extraordinary General meeting of the Society on the Twenty-fifth day of January 1984 by Special Resolution.

These Articles have been amended by Special Resolution at an Annual General Meeting of the Society on 21<sup>st</sup> October 2017 and at a Annual General Meeting of the Society on the 29<sup>th</sup> October 2016 and at a Annual General Meeting on the 17<sup>th</sup> October 2015 and at a Annual General Meeting of the Society on the 19<sup>th</sup> October 2013 and at an Annual General Meeting of the Society on 20<sup>th</sup> January 2013 and at an Annual General Meeting of the Society on 20<sup>th</sup> October 2012 held at the Great Yorkshire Showground Harrogate and by Special Resolution at an Annual General Meeting of the Society on 30<sup>th</sup> October 2010 held at the Great Yorkshire Showground Harrogate and by Special Resolution on the 4<sup>th</sup> April 2009 at an Extraordinary General Meeting of the Society held at Ramada Jarvis Hotel Wetherby and also by and by Special Resolution at an Ordinary General Meeting on Saturday October 27<sup>th</sup> 2007 at 2.30pm at the Yorkshire Museum of Farming, York and by Special Resolution on Saturday the 29<sup>th</sup> October 2005 at 4 pm at the Annual General Meeting, at York Auction/Livestock Centre, Murton, York.

1. The numbers of Members of the Society is unlimited.

**Definitions**

2. In these Articles  
“the Act” means the Companies Acts 1948 to 1983  
“the seal” means the common seal of the Society  
Secretary or Chief Officer means any person appointed to perform the duties of the Secretary or Chief Officer of the Society  
“the United Kingdom” means Great Britain and Northern Ireland.  
Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.  
Unless the context otherwise requires, words of expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Society.
3. The Society is established for the purposes expressed in the memorandum of Association.

**Members (Applications for Membership)**

4. (i) The members of the Society shall be such persons as shall apply for admission, and be admitted as Members by the Council. Every application for Membership shall be in the following form, or in such form as the Council shall from time to time prescribe;

To the Council of the Cleveland Bay Horse Society.

I, .....

Of .....  
Being desirous of becoming a member of the Cleveland Bay Horse Society, hereby apply to be admitted as a Member thereof, subject to the provisions of the Memorandum and Articles of Association of the Society and its Bye-Laws

Date .....

Signature of Applicant .....

Applications to be considered by Council

ii) After receipt of any application for membership, such applications shall be considered by the Council who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the council give any reason for rejection of an applicant.

Cesser of membership on non-payment

iii) If any Member fails to pay his subscription for any year within one month of the same becoming due, the Secretary shall notify him of the fact, and if any Member fails to pay his subscription for any year within three months of the same becoming due, he shall ipso facto cease to be a Member of the Society, but may reapply for membership as if a new applicant. Voting rights are suspended until the subscription renewal payment is received.

Retirement of Members

iv) Any member may at any time retire from Membership on giving written notice to that effect to the Council or their Secretary for the time being; and unless such notice is given on or before the 31<sup>st</sup> day of August in any year, the retiring Member shall, if an Annual Member, pay, notwithstanding his retirement, the annual subscription for the then ensuing year

Life and Annual Members (Subscriptions payable in advance)

v) Every Member shall either be a Life Member or an Annual Member. Joint Annual Membership is also permitted in respect of two persons residing at the same address with both of them enjoying full voting rights but only receiving one set of Society correspondence to be shared between them. The annual subscription shall be payable in advance on the 1<sup>st</sup> day of December each year, or on such other day as the Council from time to time prescribe.

vi) The amount of the entrance fee for all categories of membership shall be decided by the Society from time to time in General Meetings by Ordinary Resolution. The determination of such fees shall be "special business".

Honorary Members

5. The Council may at any time elect as an Honorary Member of the Society any person of whom they approve. Honorary Members will not be required to make any payment for membership and shall have no vote at General Meetings.

Rights of Members not transferable

6. The rights and privileges of every member of the Society shall be personal to himself, and shall not be transferable or transmissible, either by his own act or by operation of law.

Removal of members

7. Any Member who shall fail in observance of any rule, regulation or bye-law made by the Council of the Society, or whose conduct in any respect shall be, in the opinion of the Council, derogatory to the character or prejudicial to the interests of the Society, may be removed from the Society by the Council, by

resolution to that effect, passed by a majority of at least two-thirds of the Members of the Council present, and voting at a Special Council meeting of which not less than 21 day's previous notice, specifying the intention to propose such resolution, shall be sent to all the Members of the Council and to the person in question and at which not less than 12 members of the Council, exclusive of the Member whose removal is in question, if he happens to be a Member of the Council, shall be present. Provided that the said Notice sent to the person in question shall state that he may attend the Meeting with or without Counsel or Solicitor and be heard, but that in default of appearance the Council may proceed Ex Parte.

### **COUNCIL**

8. The Council shall consist of 15 Members, the majority of whom shall be Members who at the date of the elections are Pure Bred Breeders. The Chairman of Council and Deputy Chairman will be elected annually by the Council from within the Council Membership and may serve a maximum of 6 years in office before being out of office for at least 1 year before being eligible for re election.
9. The President and President Elect shall be elected by the Members at the Annual General Meeting of the Society; they shall serve for one year and shall be eligible for re-election. The President shall have an ex officio right to attend all meetings but with no vote.
10. One third of the Members of Council shall retire in rotation at the Annual General Meeting each year. Retiring Members are eligible for re-election at the AGM.  
In no case shall any Member who is not a Pure Bred Breeder be elected to replace a Member who is a Pure Bred Breeder as aforesaid when the number of Pure Bred Breeders on the Council drops below a majority.

### **Re-election**

11. The Society at the meeting at which a Council Member retires in the manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring Council Member shall, if offering himself for re election, be deemed to have been re elected for a further one year.

### **New Member**

12. No person other than a Council Member retiring at the Meeting shall be eligible for election to the Council at any General Meeting unless, not less than 90 and no more than 120 days before the date appointed for the Meeting, there shall have been left at the registered office of the Society, notice in writing signed by a Member duly qualified to attend and vote at the Meeting for which such notice is given, of his intention to propose such person for election provided that no person not being a Pure Bred Breeder shall be elected to replace a retiring Pure Bred Breeder if his election will be a breach of Article 8

### **Increase or reduction of number**

13. The Society may from time to time by ordinary resolution increase or reduce the number of Council Members, but the number shall not be reduced below 10 and may also determine in what rotation the increased or reduced number is to go out of office

Death or resignation of President or President Elect

14. If, and whenever, a President dies or resigns before the expiration of his term of office, the President Elect will succeed for the remainder of the term for which his predecessor would have, but for his death or resignation, held office.

If, and whenever, a President Elect dies or resigns before the expiration of his term of office, the Council shall appoint a Member of Council to fulfil the office of President Elect until the next Annual General Meeting when the Membership will elect a new President Elect.

#### Death or resignation of Council Member

15. a) If and whenever an ordinary Council Member vacates office, or is removed from his office before the expiration of his term of office, the Council may from time to time appoint a member of the Society to serve on the Council as the substitute for the ordinary Council Member so dying, resigning or removed, for the remainder of the year during which he would, but for his death, resignation, or removal, have held office; and the like order shall be observed as often as occasion may require, if and whenever the substitute for any such ordinary Council Member dies, resigns or is removed.

b) Any appointed Council Member shall offer himself for re-election at the next Annual General Meeting and upon election shall serve a term of one or two years subject to ensuring the rotation under Article 10

#### Council constituted notwithstanding vacancies

16. The Council shall be deemed to be duly constituted and shall continue to possess all the powers hereby conferred upon it notwithstanding any vacancies in its body.

#### Quorum

17. The Quorum of the Council shall be eight
- a) At a Council Members' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- b) If the total number of Council Members for the time being is less than the quorum required, the Council must not take any decision other than a decision:
- i) to appoint further Council Members; or
- ii) to call a general meeting so as to enable the members to appoint further Council Members.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

##### Disqualification

18. The office of Member of the Council shall be vacated if the Member:-
- a) Without the consent of the Society in General Meeting holds any other office of profit under the Society; or
- b) becomes bankrupt or makes any arrangements or composition with his creditors generally; or
- c) becomes prohibited from being a Member of the Council by reason of any order made under Section 188 of the Act or under Section 28 of the Companies Act 1976; or
- d) Has had, at any time, a Guilty plea entered against them or by their own admission for a charge or charges of cruelty to animals.
- e) becomes of unsound mind; or
- f) resigns his office by notice in writing to the Society; or
- g) ceases to be a Member of the Council by virtue of Section 185 of the Act; or



- h) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by Section 199 of the Act; or
- i) shall have been absent for three consecutive Meetings of the Council, irrespective of the reason for such absence shall be deemed to have been removed from the Council, and his place may be filled up as hereinbefore provided.
- i) A Council Member shall not vote in any respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.
- j) Any Council member who shall fail in observance of any rule, regulation or bye-law made by the Council of the Society, or whose conduct in any respect shall be, in the opinion of the Council, derogatory to the character or prejudicial to the interests of the Society, may be removed from the Council, by resolution to that effect, passed by a majority of at least two-thirds of the Members of the Council present, and voting at a Special Council meeting of which not less than 21 day's previous notice, specifying the intention to propose such resolution, shall be sent to all the Members of the Council and to the person in question and at which not less than 8 members of the Council, exclusive of the Member whose removal is in question shall be present. Provided that the said Notice sent to the person in question shall state that he may attend the Meeting with or without Counsel or Solicitor and be heard, but that in default of appearance the Council may proceed Ex Parte.

## **THE SEAL**

### **Seal**

19. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council Members or of a committee of the Council Members authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Council Member and shall be countersigned by the Secretary or by a second Council Member or by some other person appointed by the Council for the purpose.

## **POWERS AND DUTIES OF COUNCIL**

### **General Powers and duties**

20. The Council, subject to the control of the Society as determined by a General Meeting of the Members of the Society, shall exercise all the powers and perform all the duties of the Society, and shall have power to do all things as may be necessary for the attainment of the objects of the Society mentioned in the Memorandum of Association

### **Special powers and duties**

21. It is, however, hereby expressly declared (by way of amplification and not in limitation of the general powers and duties conferred or implied by or in the last preceding Article) that the Council shall have and may exercise and perform the following powers and duties, viz:-

### **General Meetings**

- a) They may from time to time convene and hold General Meetings of the Society.

### **Bye-laws**

- b) They may from time to time make, alter and rescind rules, regulations, and bye-laws, for registering the names and addresses of Members for conducting the business and carrying out the objects of the Society, and for conducting the

business of the Council, and they may impose fines for breach of any rules, regulations or bye-laws.

#### **Appointment of Committees**

c) They may delegate any of their powers or duties (except the appointment and removal of Members of their body and of the Society) to Committees of any number (not less than three) of Members of their body, and from time to time make, alter and rescind regulations and bye-laws for conducting the business delegated to such Committees provided that all acts and undertakings of any such Committee shall be fully reported to the Council as soon as possible.

#### **Pedigrees and Publications**

d) They may acquire for the Society any pedigrees or publications with copyright therein respectively (if any) the possession of which they may deem likely to be in any way advantageous to the Society; and may establish any new publications devoted to or bearing upon any object of the Society; provided that the copyright of every publication acquired or established by or on the behalf of the Society shall be vested in the Society.

#### **Contracts with Printers and Publishers**

e) They may continue any contract with the Printers or Publishers of any publication acquired by the Society that may be subsisting at the date of such acquisitions, and may enter into and make any new or altered contracts or arrangements with the same or any other Printers or Publishers for the printing, publication, distribution, sale or management of any such acquired publication or of any publication whatsoever of the Society.

#### **Regulate Publication**

f) They may from time to time regulate the nature, form and contents of, and also the terms and conditions as to entries in, and also the time and mode and terms of issue of any publications of the Society, and all arrangements and details connected therewith and in particular they shall have the power (so far as they may not be fettered by any subsisting contract or engagement) from time to time to fix and alter the price of any publication of the Society, and the charges to be levied for insertion therein of entries relating to Cleveland Bay Horses and Part Bred Horses and other matters.

#### **Make arrangements for supplying publications**

g) They may accept annual or other subscriptions of money from Members of the Society, or any other persons, in payment for any publication of the Society, and they may make arrangements for supplying any such publication to any member or other person during his life, or for any less period, on the terms of receiving a lump sum of money in advance, or on such other terms as they may think fit.

#### **Mem.4 Acquisition and disposition of property**

h) They may (subject as mentioned in the Memorandum) purchase, hire or take on lease for the purposes of the Society, any houses, lands, horses, goods, chattels or effects, and they may sell, let and dispose of the property of the Society when, and as they may think fit.

#### **Legal proceedings (Arbitration)**

i) They may at their discretion, and upon such terms as they may think fit institute, conduct, compromise, refer to arbitration, and abandon any legal or equitable proceedings or institute, conduct or abandon any criminal proceedings against any person or persons whomsoever, and may, at the like discretion, so far as may be lawful, having regard to the rules as to maintenance and

champerty, defend, refer to arbitration, and abandon any legal or equitable proceedings brought against the Council or the Society, or any Member, Officer, Printer or Publisher of, or other person employed by or connected with the Society, in all cases in which such proceedings may be connected in any way with the property or affairs of the Society, or may be deemed by the Council calculated to further the objects of the Society, and may at the like discretion compound, refer to arbitration, and settle all claims and demands upon the Society, the Council, or any person employed by or connected with the Society and may at the like discretion pay out of funds of the Society all claims and demands against the Society and also on claims and demand, damages and expenses which may arise out of, or be necessary for any such proceedings as aforesaid, and that whether the Council or the Society shall or shall not be primarily or directly liable for the same.

#### **Appointment and removal of Officers**

j) They may from time to time appoint, employ, and remove a Secretary or Secretaries of the Society, also an Editor or Editors of any publication of the Society, also any Treasurer and any other Officers, clerks and servants at such salaries and wages respectively, and which such respective duties and spheres of employment, and generally upon such terms as they may think fit provided no such Officer if paid for his services shall also be a Member of the Council.

#### **Borrowing powers**

k) They may, subject to such consents as may be required by law, borrow money for the purposes of the Society, at any rate of interest not exceeding 2 per cent above the minimum lending rate, per annum, and may give security for any such moneys upon any property of the Society.

#### **Investment of moneys**

l) They may place any moneys of the Society not required for immediate use upon deposit at interest with some bank and they may invest any such moneys and generally deal with the property of the Society in such manner as they may think fit and may for the time being, be empowered to do so by the Memorandum and Articles of the Society.

#### **Application of funds**

22. The funds of the Society may be applied as follows, namely:-

a) In payment of the current expenses and other disbursements of the Council in the conduct of the business of the Society, or in relation thereto.

b) In payment of the salaries and wages of the Secretary or Secretaries, Editor or Editors, and other Officers, clerks and servants for the time being of the Society.

c) In defraying all expenses of, or connected with, the compiling, printing, publication, sale, safe keeping and distribution of the publications of the Society.

d) In paying the purchase money or rent of any houses, lands, horses, goods, chattels or effects purchased or hired by the Society, or any repairs or other outgoings in respect of such premises, and in paying for other property acquired by the Society.

e) In payment of the interest and repayment of the principal of any moneys borrowed by the Society, or in constituting a reserve fund to meet future contingencies, or in reducing prices charged for any publications of the Society, or generally upon or for any object or purpose expressly or impliedly covered by the Memorandum of Association; but the Council shall have power (subject always to the provisions of the fourth paragraph of the said Memorandum, and to subsisting engagements), from time to time to vary the application of funds

of the Society, in such a manner as they shall think fit, not being inconsistent with the Memorandum of Association.

## **MEETINGS**

### **Annual General Meeting**

23. The Council shall convene and hold an Annual General Meeting of the Society in such month, and on such day, and at such place as they shall from time to time appoint but so that not more than fifteen months shall have elapsed between the date of one Annual General Meeting and the next.

### **Ordinary and Extraordinary Meetings**

24. The above mentioned General Meetings shall be called Ordinary Meetings and all other General Meetings shall be called Extraordinary .

### **Extraordinary Meetings**

25. The Council may, whenever they think fit, and they shall, upon a requisition made in writing by not less the one-tenth in number of the Members of the Society, convene an Extraordinary General Meeting

### **Requisitions**

26. Any requisition made by the Members shall express the objects of the Meeting proposed to be called and shall be left with the Secretary, at the Registered office of the Society.

### **Failure of Council to convene**

27. Upon receipt of requisition the Council shall forthwith proceed to convene an Extraordinary General meeting. If they do not proceed to convene the same within 21 days of the date of requisition the requisitionists, or any Members amounting to the required number may themselves convene an Extraordinary General Meeting.

### **Notice of Meetings**

28. Twenty-one days' notice at least, specifying the place, the day and hour of the Meeting, and in case of special business the general nature of such business, shall be given to the members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Society in General Meeting; but the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.

### **Special Business**

29. All business shall be deemed special that is transacted at an Extraordinary Meeting, and also that which is transacted at an ordinary Meeting, with the exception of the election of Members of the Council and the consideration of Accounts and Balance Sheets, and the ordinary report of the Council.

### **Adjournment of Meetings**

30. Any meeting may be adjourned as the Members thereat shall resolve.

### **Chairman**

31. The President, or in his absence President Elect, or in the absence of both, any Member elected for the purpose by the Members present, shall open the AGM and then hand over to the Council Chairman or his absence the Deputy Chairman

### **Voting**

32. i) All questions and matters brought before General Meetings shall be decided by a majority of the votes of the Members actually present (each Member having one vote) the results of which will be announced at such a meeting. In the case of the election of Council members such an election may, if Council considers it appropriate, be determined through a postal vote conducted prior to the General Meeting. In the case of a postal vote where 2 or more persons have

equal votes to fill any place on the Council, the subsequent voting shall be by secret ballot of those members present. In the event thereafter of equality of votes the Chairman of the meeting shall have a second or casting vote, in addition to his vote as a Member. When any vote or the result thereof has been announced at a General Meeting the number of votes cast for a motion or an individual shall be declared openly to the meeting and formally recorded in the minutes. Where a Postal vote is held in the circumstances referred to above it will be conducted in accordance with any such rules made by Council under Article 21.

ii)

a) Proxies may only validly be appointed by a notice in writing (a proxy notice) which:-

- i) states the name and address of the member appointing the proxy;
- ii) identifies the person appointed to be that Member's proxy and the General Meeting relating to which that person is appointed;
- iii) is signed by the Member appointing the proxy;
- iv) is delivered to the Society in accordance with the Articles and any instruction contained in the notice of the general meeting to which they relate.

b) The Council may require proxy notices to be delivered in a particular form and may specify different forms for different purposes

c) Proxy notices may specify how the proxy is appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

d) Unless a proxy notice indicates otherwise it must be treated as

- i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting and
- ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **Quorum**

33. The Quorum of Members at any General Meeting shall be 15.

### **Quorum not present**

34. If within one hour from the time appointed for the Meeting a quorum is not present the meeting, if convened upon the requisition of members shall be dissolve. 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 the business for which it was convened may be transacted whatever the number of Members present

### **Inspection of Minute Book**

35. The General Minute Book of the Society shall be open to inspection of the Members at all reasonable times.

### **ACCOUNTS**

#### **Proper accounts to be kept**

36. The Council shall cause proper accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

#### **Books to be kept at Registered Office**

37. The books of account shall be kept at the Registered Office of the Society or, subject to Section 12(6) and (7) of the Companies Act 1976 at such other place or places as the Council think fit, and shall always be open to the Inspection of the Council.

### **Inspection**

38. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of Members not being Members of the Council and no Member (not being a Member of the Council) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

#### **Profit and Loss accounts and balance sheet**

39. The Council shall from time to time in accordance with Sections 150 and 157 of the Act and Sections 1, 6 and 7 of the Companies Act 1976 cause to be prepared and laid before the Society in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

#### **Copies for Members**

40. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Society in General Meeting, together with a copy of the Auditor's report and Director's report, shall, not less than twenty-one days before the date of the meeting, be sent to every Member of, and every holder of debentures of the Society. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

#### **AUDIT**

##### **Auditors**

41. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 the Companies Act 1976.

#### **NOTICES**

##### **Service of Notices**

42. A notice may be given by the Society to any Members either personally or by sending it by post to him or to his registered address. Where the notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter containing the notice, and to have been effected in the case of a notice of a Meeting at the expiration of twenty-four hours after the letter containing the same is posted, and any other case at the time which the letter would be delivered in the ordinary course of post.

Who is entitled to notice of general meeting

43. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- a) every Member
  - b) every person being a legal personal representative or trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the Meeting and
  - c) the Auditor for the time being of the Society.
- No other person shall be entitled to receive notices of General Meetings

#### **WINDING UP**

##### **Winding Up**

44. The provisions of Clause 6 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

Sandra Anderson (Company Secretary)