

**ARTICLES OF ASSOCIATION**

**OF**

**THE DORSET NATURAL HISTORY AND ARCHAEOLOGICAL SOCIETY**

**(as adopted by a special resolution at an EGM  
held on 7 December 2012 and amended  
at the AGM on 23<sup>rd</sup> September 2014)**

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**Company number: 3362107**

**Charity number: 1062400**

**THE COMPANIES ACT 2006**

**Company Limited by Guarantee and not having a Share Capital**

**ARTICLES OF ASSOCIATION**

**OF**

**THE DORSET NATURAL HISTORY AND ARCHAEOLOGICAL SOCIETY**

**1. Name of Charity and Meaning of Words**

1.1 The name of the Charity is The Dorset Natural History and Archaeological Society, called in this document "the Society".

1.2 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

<b>Words</b>	<b>Meanings</b>
Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Articles	these Articles of Association;
Board	the Board of Trustees of the Society, the Members of which are the directors of the Society and are charity trustees;
Chairman	the Chairman of the Board of Trustees or any person discharging the functions of the Chairman;
Charities Act	the Charities Acts 1992, 1993, 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Charity Commission	the Charity Commission of England and Wales;
Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;

Committee	a Committee operating under the Terms of Reference approved by the Board;
Members	approved and paid up Members of the Society;
Month	calendar month;
Objects	the Objects of the Society as defined in Article 3;
Office	the registered office of the Society;
Regulations	any rules, standing orders or regulations made in accordance with these Articles;
Signed	shall include faxes of signatures and other forms of authentication that are permitted by law;
Society	the company regulated by these Articles;
Taxable Trading	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
Trustees	the directors of the Society;
United Kingdom	Great Britain and Northern Ireland; and
in Writing	written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible).

1.3 Words in the singular form include the plural and vice versa.

1.4 The words “person” or “people” include corporations and unincorporated associations, and the words “he”, “his” and “him” shall include the female equivalent.

1.5 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.6 Headings are not part of the Articles.

## **2. Registered Office**

2.1 The registered office of the Society will be in England and Wales.

## **3. Objects of the Society**

3.1 The objects for which the Society is registered are:-

- 3.2 the advancement of education for the general benefit of the public in the areas of archaeology, the natural sciences, natural history, literature, music, the fine and decorative arts, antiquities and local history relating more especially to the County of Dorset;
- 3.3 the acquisition, preservation, conservation, exhibition and development (as far as possible) of collections relating to archaeology, the natural sciences, natural history, literature, music, the fine and decorative arts, antiquities and local history relating more especially to the County of Dorset.

#### **4. Powers of the Society**

- 4.1 The Society has the following powers which may be used only to promote the Objects:-
  - 4.1.1 promote the study, recording and preservation of archaeology, the natural sciences, natural history, literature, music, the fine and decorative arts, antiquities and local history more especially in the County of Dorset and of the Society's collections;
  - 4.1.2 maintain and manage the Dorset County Museum, the Society's library and collections;
  - 4.1.3 preserve and exhibit articles, manuscripts, books, letters and artefacts in connection with the life and writings of Thomas Hardy in a permanent memorial exhibition;
  - 4.1.4 provide prizes and scholarships to:
    - (a) young people under the age of 21 who have received schooling in Dorset;
    - (b) advance higher education in Dorset; and
    - (c) further the knowledge and understanding of some aspects of the Society's work and Objects;
  - 4.1.5 to buy, take on lease, share, hire or otherwise acquire property of any sort;
  - 4.1.6 to sell, lease or otherwise dispose of all or any part of the property belonging to the Society in exercise of this power but the Society must comply as appropriate with Sections 36 and 37 of the Charities Act 1993;
  - 4.1.7 to borrow money and to charge the whole or any part of the property belonging to the Society as security for the repayment of money borrowed, grant given or any other obligation but the Society must comply as appropriate with Sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
  - 4.1.8 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
  - 4.1.9 to employ and pay any employees, officers, servants and professional or other advisers;

- 4.1.10 subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;
- 4.1.11 to give or receive guarantees or indemnities;
- 4.1.12 to promote or undertake study or research and disseminate the results of such research;
- 4.1.13 to produce, print and publish anything in any media;
- 4.1.14 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
- 4.1.15 to make social investments in pursuance of the Objects by any means;
- 4.1.16 to promote and advertise the Society's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;
- 4.1.17 to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves; and to accumulate expendable endowment;
- 4.1.18 to undertake any charitable trust;
- 4.1.19 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- 4.1.20 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Society or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- 4.1.21 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Society not required for the purpose of the Society in furtherance of the Objects;
- 4.1.22 to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- 4.1.23 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- 4.1.24 to open and operate bank accounts and other banking facilities;

- 4.1.25 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;
- 4.1.26 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- 4.1.27 to insure any risks arising from the Society's activities;
- 4.1.28 provide indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society: Provided that any such insurance shall not extend to any claim arising from any action or omission which the Trustees (or any of them) knew to be a breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;
- 4.1.29 to delegate upon such terms and at such reasonable remuneration as the Society may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

- (a) the Managers are properly authorised to carry on investment business;
  - (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Society;
  - (c) the Managers are under a duty to report promptly to the Society any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Society;
  - (d) the Society is entitled at any time to review, alter or terminate the delegation or the terms thereof; and
  - (e) the Society reviews the arrangements for delegation at intervals but so that any failure by the Society to undertake such reviews shall not invalidate the delegation;
- 4.1.30 to arrange for investments or other property of the Society to be held in the name of a nominee company (being a corporate body registered or having an established place of business in England and Wales) acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required; and
  - 4.1.31 to do anything else within the law which helps promote the Objects.

## **5. Application of Income and Property**

- 5.1 The income and property of the Society shall be applied solely towards the promotion of the Objects:

- 5.1.1. A Trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society;
  - 5.1.2 Subject to the restrictions in sub-article 4.1.28 a Trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense.
- 5.2 None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a Trustee receiving:
- 5.2.1 a benefit from the Society in the capacity of a beneficiary of the Society;
  - 5.2.2 reasonable and proper remuneration for any goods or services supplied to the Society.
- 5.3 No Trustee may:
- 5.3.1 buy any goods or services from the Society (other than items of merchandise on sale and at the price charged to the general public);
  - 5.3.2 sell goods, services or any interest in land to the Society;
  - 5.3.3 be employed by or receive any remuneration from the Society;
  - 5.3.4 receive any other financial benefit from the Society;
- unless:
- 5.3.5 the payment is permitted by sub-article 5.4 of this article and the Trustees follow the procedure and observe the conditions set out in sub-article 5.5 of this article; or
  - 5.3.6 the Trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes;
- 5.4
- 5.4.1 A Trustee may receive a benefit from the Society in the capacity of a beneficiary of the Society;
  - 5.4.2 a Trustee may be employed by the Society or enter into a contract for the supply of goods or services to the Society other than for acting as a Trustee;
  - 5.4.3 a Trustee may receive interest on money lent to the Society at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees;
  - 5.4.4 a company of which a Trustee is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Trustee holds no more than 1% of the issued capital of that company;

- 5.4.5 a Trustee may receive rent for premises let by the Trustee to the Society if the amount of the rent and the other terms of the lease are reasonable and proper.

## 5.5

- 5.5.1 The Society and its Trustees may only rely upon the authority provided by sub-article 5.4 if each of the following conditions is satisfied:

- (a) the remuneration or other sums paid to the Trustee do not exceed an amount that is reasonable in all the circumstances;
- (b) the Trustee is absent from the part of any meeting at which there is discussion of:
  - (i) his or her employment or remuneration or any matter concerning the contract; or
  - (ii) his or her performance in the employment or his or her performance of the contract; or
  - (iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-article 5.4; or
  - (iv) any other matter relating to a payment or the conferring of any benefit permitted by sub-article 5.4;
- (c) the Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;
- (d) the other Trustees are satisfied that it is in the interests of the Society to employ or to contract with that Trustee rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of employing a Trustee against the disadvantages of doing so (especially the loss of the Trustee's service as a result of dealing with the Trustee's conflict of interest);
- (e) the reason for their decision is recorded by the Trustees in the minute book;
- (f) a majority of the Trustees then in office have received no such payments.

- 5.5.2 The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:

- (a) a partner;
- (b) an employee;
- (c) a consultant;
- (d) a director; or



- (e) a shareholder unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital.

5.6 In sub-articles 5.2 – 5.5 of this article 5:

5.6.1 “company” shall include any company in which the Society:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more directors to the Board of the company.

5.6.2 “Trustee” shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as his or her partner.

## **6. Alterations to these Articles**

6.1 No alterations to these Articles may be made which would cause the Society to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution. A special resolution will be validly passed at a general meeting if the Society gives the Members at least 14 Clear Days’ notice of the intention to pass a special resolution at the meeting and at least 75 per cent of those voting at the meeting vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90 per cent of the total number of Members having the right to vote agree to such short notice.

6.2 Alterations may only be made to:

6.2.1 the Objects; or

6.2.2 to any article in these Articles which directs the application of property on dissolution; or

6.2.3 to any article in these Articles which gives Trustees any benefit,

with the Charity Commission's prior written consent where this is required by law.

6.3 The Society shall inform the Charity Commission and Companies House of any alterations to the Articles and all future copies of the Articles issued must contain the alterations.

6.4 Alterations may also require the consent of other bodies.

## **7. Limited Liability**

7.1 The liability of the Members is limited.

## **8. Guarantee by Members of the Society**

- 8.1 Every Member undertakes to pay towards the assets of the Society a sum of not more than £1 if the Society is wound up while he is a Member or within a year after he has ceased to be so.

## **9. Indemnity of Trustees**

- 9.1 Every Trustee or other officer of the Society shall be indemnified out of the assets of the Society against all losses or liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or of which he is acquitted or in any connection with any application under the Act in which relief is granted to him by the Court and no Trustee or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Society in the execution of the duties of his office or in relation thereto. This Article shall only have effect insofar as its provisions are not avoided by the Act.
- 9.2 The Trustees shall have power to purchase and maintain for any Trustee or officer or auditor or independent examiner of the Society insurance against personal liability for acts properly undertaken by them or undertaken by them in breach of trust but under an honest mistake.

## **10. Conflicts of Interests and Loyalties**

- 10.1 To the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.
- 10.2 Where the duty of a Trustee to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Society including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:
- 10.2.1 the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them; and
- 10.2.2 any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, subject to Articles 10.3 and 10.4; and
- 10.2.3 the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted, subject to Articles 10.3 and 10.4.
- 10.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Trustees present at the meeting to constitute a quorum, the unconflicted Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 10.2 and the manner of dealing with the conflict, provided that:

- 10.3.1 they may only give such authorisation where they are satisfied that the conflicted Trustee or Trustees will not receive any direct or indirect benefit other than one permitted by these Articles; and
- 10.3.2 the total number of Trustees at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.
- 10.4 In the event that all of the Trustees present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 10.3.1 and 10.3.2 above.
- 10.5 The duty to deal with conflicts referred to in Article 10.2 applies in the case of the exploitation of property, information or opportunity even if the Society is not taking, or could not take, advantage of the opportunity.
- 10.6 The Trustees shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest.
- 10.7 The Board may by resolution passed in the manner set out in this Article, authorise a Trustee not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Trustee.
- 10.8 Nothing contained in this Article shall authorise a Trustee to receive any benefit not permitted elsewhere in these Articles.

## **11. Rights of Inspection**

- 11.1 A copy of the Articles and any Regulations must be available for inspection by the Members of the Society at the Office or at a single alternative inspection location if applicable. Any member who requests a copy of the Articles of Association must be sent a copy.

## **12. Register of Members**

- 12.1 The Society must keep at the Office a register of Members showing their name, postal address and dates of becoming a member and ceasing to be a member.
- 12.2 Subject to any restrictions permitted by the Act, the register is available for inspection by the Members of the Society without charge and any other person on payment of a fee prescribed by the Society, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Society must within five working days either comply with the request or apply to the Court for permission not to comply with the request.
- 12.3 All Members must pay the subscriptions (if any) that the Board decides from time to time. The Board may fix differing rates for subscriptions for different Members or categories of Members.

## **13. Membership**

- 13.1 The number of Members with which the Society proposes to be registered is unlimited.

- 13.2 Subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be Members of the Society.
- 13.3 Applications for membership shall be approved or rejected by the Board. The Board shall have the right for good and sufficient reason to terminate the membership of any Member provided that the Member concerned shall have a right to be heard before a final decision is made.
- 13.4 A person who is not a Member of the Society may not stand for election as a Trustee or be appointed as a Trustee under Article 37.4.
- 13.5 Unless the Board or the Society in general meeting shall make other provision pursuant to the powers contained in Article 59 the Board may in its absolute discretion permit any Member of the Society to retire provided that after such retirement the number of Members is not less than three.

#### **14. No transfer of Membership**

- 14.1 None of the rights of any Member of the Society may be transferred or transmitted to any other person.

#### **15. Ending of Membership**

- 15.1 A Member stops being a Member of the Society if:
- 15.1.1 the Member resigns from membership by giving notice in Writing to the Society; or
  - 15.1.2 membership is ended under Article 16; or
  - 15.1.3 the Member's subscription (if any) remains unpaid six months after it is due and the Board resolves to end that Member's membership; or
  - 15.1.4 the Member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a Member and the Board resolves to end membership. The notice must contain a warning that membership may be ended; or
  - 15.1.5 the Member dies or, in the case of a member organisation, if the organisation ceases to function or is wound up.

#### **16. Removal from Membership**

- 16.1 The Board may terminate membership by giving the Member notice in Writing.
- 16.2 No later than 28 days after receiving that notice the Member can appeal in Writing to the Society against the termination. If an appeal is received within the time limit, the termination must be considered at a meeting of the Board or a Committee appointed by the Board. The Member has the right to be heard at the meeting or may make written representations. The meeting shall either confirm the termination or reinstate the Member.

## **17. Annual General Meetings**

- 17.1 The Society shall hold an annual general meeting in addition to any other general meeting in each calendar year. The annual general meeting must be specified as such in the notices calling it.

## **18. Other General Meetings**

- 18.1 The Society may also hold other general meetings.

## **19. Calling of Other General Meetings**

- 19.1 The Board may call a general meeting whenever they wish. Such a meeting must also be called if not less than five per cent of the Members of the Society request it in accordance with the Act.

## **20. Notice of General Meetings**

- 20.1 A general meeting must be called by giving at least 14 Clear Days' notice in Writing (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 56.4. Such notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the Members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent of the Members entitled to attend and vote at it.

## **21. Quorum for General Meetings**

- 21.1 Business may be transacted at a general meeting only if a quorum of Members is present when the meeting begins to deal with its business. A quorum is ten.

## **22. Adjournment if no Quorum**

- 22.1 If the meeting is called by the demand of Members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Board may decide. Articles 24.2 and 24.3 shall apply to such an adjourned meeting.
- 22.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the Members present will be a quorum.

## **23. Chairman of a General Meeting**

- 23.1 The President of the Society should normally preside as Chairman at every general meeting of the Society. If there is no President, or if he is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the Chairman of the meeting and in default the Members at the meeting shall select a Chairman.

## **24. Adjournment of a General Meeting**

- 24.1 The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- 24.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 24.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

## **25. Voting on Resolutions**

- 25.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by Members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the Chairman of the meeting or a Member, save that no poll may be demanded on the election of a Chairman of a meeting or on any question of adjournment. Members may vote by proxy.
- 25.2 Members may appoint a proxy who need not be a Member of the Society. The proxy may be appointed by the Member to exercise all or any of the Member's rights to attend, speak, vote and demand a poll at a meeting of the Society.

## **26. Proxies**

- 26.1 A person holding a proxy may vote on any resolution.
- 26.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the Trustees may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).
- 26.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Society at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).
- 26.4 A proxy in the following form will be acceptable:  
  
“I  
  
of

a Member of The Dorset Natural History and Archaeological Society

hereby appoint the Chairman of the Society or if he is not present the Chairman of the Meeting\*

.....

as my proxy to vote for me on my behalf at the [annual] general meeting of the Society to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and any adjournment thereof.

Signed on the \_\_\_\_\_ day of \_\_\_\_\_ .”

*\*If you do not wish to appoint the Chairman of the meeting, please delete the reference to the Chairman of the meeting and insert the name and address of your appointee in the space that follows.*

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

**27. Declaration of Chairman is final**

27.1 Unless a poll is demanded, the Chairman of the meeting’s declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

27.2 The demand for a poll may be withdrawn.

**28. When a poll is taken**

28.1 Polls will be taken whenever the Chairman of the meeting says so. Business which is not the subject of a poll may be dealt with before, during or after the poll.

28.2 The Chairman of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

**29. Voting and Speaking**

29.1 Every Member including the Chairman of the meeting has one vote at general meetings. The Chairman of the meeting does not have a casting vote at general meetings.

29.2 The auditor or reporting accountant has the right to attend and speak at general meetings.

29.3 A Trustee shall have the same rights as Members to attend and speak at general meetings.

**30. Written Agreement to Resolution**

30.1 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, Members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- 30.1.1 it must be in Writing;
  - 30.1.2 in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Signed by at least 75 per cent of all those Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
  - 30.1.3 in the case of an ordinary resolution it must be Signed by a majority of all those Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
  - 30.1.4 it may consist of two or more documents in identical form Signed by Members; and
  - 30.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.
- 30.2 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
- 30.3 A written resolution passed in accordance with this Article 30 has effect as if passed by the Society in general meeting.

### **31. Management by the Board**

- 31.1 The business of the Society is managed by the Board. They may pay all the expenses of promoting and registering the Society. They may use all powers of the Society which are not, by the Act or by these Articles, required to be used by a general meeting of the Society.

### **32. Payment of reasonable expenses to Trustees**

- 32.1 The Trustees may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Society but shall not be paid any other remuneration except as permitted by law or by these Articles.

### **33. The Keeping of Minutes**

- 33.1 The Board must have minutes entered in the minute books:-
- 33.1.1 of all appointments of officers by the Board;
  - 33.1.2 of the names of the Trustees present at each of its meetings and of any Committee of the Board; and
  - 33.1.3 of all resolutions and proceedings at all meetings of:
    - The Members;
    - The Board; and
    - Committees of the Board;
  - 33.1.4 of all resolutions passed by Members other than at Meetings.



#### **34. Board of Trustees**

- 34.1 The minimum number of voting Trustees is five. The maximum number of Trustees is twelve.
- 34.2 Dorset County Council shall have the right to appoint one Trustee and to remove such Trustee and to appoint another in his or her place at any time.
- 34.3 The person holding the office of chief executive officer of the Society being also an employee of the Society shall be a Trustee by virtue of holding that position.
- 34.4 The Trustees shall be paid all reasonable expenses properly incurred by them in attending and returning from Board meetings or general meetings of the Society or in connection with the business of the Society.

#### **35. The President and Vice Presidents**

- 35.1 The Society shall elect at the annual general meeting a person to act as the President for a period of three years to commence from the Society's annual general meeting but who shall not serve as a Trustee. The person elected as President shall be eligible for re-election any number of times. For the avoidance of doubt the President shall not be able to vote at Board meetings.
- 35.2 The Society may elect at the annual general meeting one or more persons to act as Vice Presidents. The position of the Vice President shall be granted for life and shall be entirely honorary. For the avoidance of doubt Vice Presidents shall not be entitled to vote at Board meetings to which they are invited.
- 35.3 A Vice President may choose to resign from the appointment.

#### **36. Disqualification / Termination of Trusteeship**

- 36.1 The office of Trustee shall be vacated if the Trustee:
  - 36.1.1 becomes bankrupt or makes any arrangement or composition with creditors generally; or
  - 36.1.2 becomes prohibited from being a Member of the Board by reason of section 72 of the Charities Act 1993 or any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a Member of the Board; or
  - 36.1.3 becomes incapable by reason of mental disorder illness or injury of managing or administering his property and affairs; or
  - 36.1.4 resigns his office by notice in Writing to the Society; or
  - 36.1.5 breaches his duties under the Act and in particular the duties for the proper management of conflicts of interest and conflicts of loyalty and the Board resolves to remove him by a resolution by 75 per cent. of the other Trustees present and voting at a meeting and that prior to such meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or
  - 36.1.6 is removed from office under Article 37.5; or

36.1.7 attends fewer than two meetings of the Board in each calendar year subject to the Board having discretion, as it thinks fit, to permit that Trustee to continue in office.

### **37. Election and Retirement of Trustees**

37.1 At the third Annual General Meeting after his last election a Trustee (other than a Trustee appointed pursuant to Article 34.2 or 34.3), shall retire. He shall be eligible for re-election provided that no Trustee may continue to serve after six years in office without a period of at least one year out of office. For the purposes of this Article a "year" shall mean a complete period of service between two consecutive annual general meetings.

37.2 The Society at the meeting at which a Trustee retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the Trustee shall, if offering himself for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Trustee shall have been put to the meeting and lost.

37.3 No person shall be eligible for election to the office of Trustee at any general meeting unless, not less than 28 days before the date appointed for the meeting, there had been left at the Office 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 and also notice in Writing Signed by that person of his willingness to be elected.

37.4 The Board shall have power at any time and from time to time to appoint any person to be a Trustee either to fill a casual vacancy or in addition to the existing Trustees but so that the total number of Trustees shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Trustee appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for election.

37.5 The Society may by ordinary resolution of which special notice has been given in accordance with the Act remove any Trustee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such Trustee.

37.6 The Society may by ordinary resolution appoint another person in place of a Trustee removed from office under the immediately preceding Article. Without prejudice to the power of the Board hereunder the Society in general meeting may appoint any person to be a Trustee either to fill a casual vacancy or as an additional Trustee. The person appointed to fill such vacancy shall be subject to retirement at the same time as if he had become a Trustee on the day on which the Trustee in whose place he is appointed was last elected a Trustee.

### **38. Notification of change of Members of the Board to the Registrar of Companies**

38.1 All appointments, retirements or removals of Trustees and the Company Secretary (if appointed) must be notified to the Registrar of Companies.

### **39. Removal of a Trustee by a General Meeting**

39.1 5 per cent of the Members may require the Board to call a general meeting by following the procedure set out in the Act. They may propose a resolution to

remove a Trustee before the end of his period of office at that meeting, in accordance with the procedure set out in the Act.

#### **40. Meetings of the Board**

40.1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.

40.2 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chairman. If the votes are equal, the Chairman has a second or casting vote.

40.3 The secretary, if requested by the Chairman or a Trustee, must summon a meeting of the Board.

40.4 Notice of a Board Meeting need not be given to any Trustee who is out of the United Kingdom.

40.5 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

#### **41. Officers of the Board**

41.1 The Board may elect or remove the Chairman or any other officers that it wishes. Officers shall be appointed from among the Trustees.

#### **42. Quorum for the Board**

42.1 The quorum necessary for the transaction of the business of the Board shall be five.

#### **43. Board's Right to Act Despite Vacancies on the Board**

43.1 The Board may act despite any vacancy on the Board, but if the number of Trustees falls below the quorum, it may act only to summon a general meeting of the Society or to appoint further Trustees.

#### **44. A Resolution may be Approved by Signature Without a Meeting**

44.1 A resolution in Writing Signed by all of the Trustees or all of the members of any Committee, is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more Members of the Board or committee.

#### **45. Validity of Acts Done at Meetings**

45.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee or that he was disqualified, anything done before the discovery is as valid as if there were no defect or disqualification.

#### **46. Delegation by the Board**

46.1 The Board may delegate the administration of any of its powers to individual Trustees or Committees of Trustees and any such Trustee or Committee must conform to any rules that the Board imposes on it.

46.2 The Board may co-opt any person or people who are not Trustees to serve on any Committee, but any such Committee must have one Trustee on it at all times.

46.3 All proceedings of the Committees and all acts of individual Trustees must be reported to the Board as soon as possible.

#### **47. Chair of Committees**

47.1 A Committee may elect a Chairman of its meetings if the Board does not nominate one.

47.2 If at any meeting the Committee's Chairman is not present within 10 minutes after the appointed starting time, the Committee Members present may choose one of their number to be Chairman of the meeting.

#### **48. Meetings of Committees**

48.1 A Committee may meet and adjourn whenever it chooses.

48.2 Questions at the meeting must be decided by a majority of votes of the Committee members present. In the case of an equality of votes, the Chairman of the Committee meeting shall have a casting vote.

48.3 A Committee must have minutes entered in minute books.

48.4 If it is discovered that there was some defect in the procedure at a meeting of a Committee, or in the appointment of a Committee member, anything done before such discovery at any meeting of the Committee is as valid as if there were no defect.

#### **49. Appointment and Removal of the Company Secretary**

49.1 The Board may but, subject to the Act, need not appoint a Company Secretary and may decide his period of office, pay and any conditions of service, and may remove him from office.

#### **50. Actions of Trustees and Company Secretary**

50.1 The Act says that some actions must or may be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and Company Secretary, that one person may not act in the capacity of both Trustee and Company Secretary for any business that requires the action of both a Trustee and the Company Secretary.

#### **51. Proper Accounts must be Kept**

51.1 Accounts shall be prepared in accordance with the Act and the Charities Act.

#### **52. Books must be kept at the Office**

52.1 The accounts must be kept at the Office or at other places decided by the Board. The accounts must always be open to inspection by Trustees.

#### **53. Inspection of Books**

53.1 The Trustees must decide whether, how far, when, where and under what rules the accounts may be inspected by Members who are not Trustees. A Member who is

not a Trustee may only inspect the accounts or a document of the Society if the right is given by law or authorised by the Trustees or a general meeting.

#### **54. Accounts and Returns**

54.1 The Board must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.

54.2 Copies need not be sent to a person for whom the Society does not have a current address (as defined in Companies Act 2006).

54.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:

54.3.1 the deadline for filing the Society's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act 2006; or

54.3.2 if earlier, the date on which the Society actually files the accounts and reports (or summary financial statements) with Companies House.

54.4 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.

54.5 The Board must file with the Charity Commission the accounts and reports (or summary financial statements) and all annual returns and other documents that are required to be filed, within any deadlines specified by the Charity Commission.

#### **55. Appointment of Reporting Accountants or Auditors**

55.1 The Society must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Society's income or assets from time to time makes this a legal requirement.

#### **56. Service of Notices**

56.1 The Society may give notices, accounts or other documents to any Member either:

56.1.1 personally; or

56.1.2 by delivering them or sending them by ordinary post to the Member's registered address; or

56.1.3 if the Member has provided the Society with a fax number, by sending them by fax to that Member. This is subject to the Member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

56.1.4 if the Member has provided the Society with an e-mail address, by sending them by e-mail to that address. This is subject to the Member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

56.1.5 in accordance with the provisions for communication by website set out below.

If the Member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which he has given the Society for that purpose or in accordance with Article 56.1.1, 56.1.3, 56.1.4, or 56.1.5 above. However, a Member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Society, irrespective of whether they have consented to receiving notices by email or fax.

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Society receives no indication that they have not been received.

56.2 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.

56.3 The Society may assume that any fax number or e-mail address given to it by a Member remains valid unless the Member informs the Society that it is not.

56.4 Where a Member has informed the Society in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Society by means of a website, such information will be validly given if the Society sends that Member a notification informing him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

## **57. Accidental Omission of Notice**

57.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

## **58. Who is Entitled to Notice of General Meetings**

58.1 Notice of every general meeting must be given to:-

58.1.1 every Member (except those Members who lack a registered address within the United Kingdom and have not given the Society a postal address for notices within the United Kingdom);

58.1.2 the reporting accountants or auditor of the Society;

58.1.3 all Trustees;

58.1.4 any person having the right to appoint a Trustee; and

58.1.5 any President or Vice-President.

58.2 No one else is entitled to receive notice of general meetings.

## **59. Regulations**

59.1 The Board may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

## **60. Winding-up of the Society**

60.1 If the Society is wound up and after all its liabilities have been met there are any surplus assets they must not be given to the Members personally but must be transferred to one or more other charities chosen by the Members which have similar objects and preclude any benefit to their Members to at least the same extent as does the Society or (if such choice is not made before the winding up) applied to some similar charitable purpose.