

Date of constitution (last amended):

Incorporated and registered as a on:

Registered number:

1. Name

The name of the Society("the SOCIETY") is The **Society for Poole Limited**

2. National location of principal office

The principal office of the SOCIETY is in England.

3. Object(s)

The objects of the SOCIETY are:

- (1) to promote the conservation, protection and enhancement of the built and natural environment in the area of benefit.
- (2) to promote high standards of architecture and planning in the area of benefit.
- (3) to promote the conservation, preservation, protection, development and enhancement of features of historic, archaeological, cultural or public interest in the area of benefit.
- (4) to advance the education of the public in the architecture, archaeology, natural history, history, culture and geography of the area of benefit.
- (5) To provide recreational facilities and/or events for the public at large or those who by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances, have need of, or would benefit from, such facilities and/or events

The 'area of benefit' is the Borough of Poole and its environs.

4. Powers

The SOCIETY has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the SOCIETY has power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed.
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the SOCIETY. In exercising this power;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the SOCIETY. The SOCIETY may employ or remunerate a Director only to the extent that it is permitted to do so by clause 6 (Benefits and payments to Directors and connected persons) and provided it complies with the conditions of that clause;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the SOCIETY to be held in the name of a nominee, in the same manner and subject to the same conditions as the Directors of a trust are permitted to do so by the Trustee Act 2000 (as though a)

5. Application of income and property

- (1) The income and property of the SOCIETY must be applied solely towards the promotion of the objects.

- (a) A Director 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.
 - (b) A Director may benefit from Director indemnity insurance cover purchased at the SOCIETY's expense
- (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 Director receiving:
- (a) A benefit from the SOCIETY as a beneficiary of the SOCIETY;
 - (b) Reasonable and proper remuneration for any goods or services supplied to the SOCIETY.
- (3) Nothing in this clause shall prevent a Director or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to Directors and connected persons

(1) General provisions

No Director or connected person may:

- (a) buy or receive any goods or services from the SOCIETY on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the SOCIETY;
- (c) be employed by, or receive any remuneration from, the SOCIETY;
- (d) receive any other financial benefit from the SOCIETY;

unless the payment or benefit is permitted by sub-clause (2) of this clause. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting Directors' or connected persons' benefits

- (a) A Director or connected person may receive a benefit from the SOCIETY as a beneficiary provided that it is available generally to the beneficiaries of the SOCIETY
- (b) A Director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the SOCIETY where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011 (as though a)
- (c) Subject to sub-clause (3) of this clause a Director or connected person may provide the SOCIETY with goods that are not supplied in connection with services provided to the SOCIETY by the Director or connected person.
- (d) A Director or connected person may receive interest on money lent to the SOCIETY at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A Director or connected person may receive rent for premises let by the trustee or connected person to the SOCIETY. The amount of the rent and other terms of the lease must be reasonable and proper. The Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A Director or connected person may take part in the normal trading and fundraising activities of the SOCIETY on the same terms as members of the public.

(3) Payment for supply of goods only – control

The SOCIETY and its Directors may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the SOCIETY and the Director or connected person supplying the goods (“the supplier”).
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other Directors are satisfied that it is in the best interests of the SOCIETY to contract with the supplier rather than with someone who is not a Director or connected person. In reaching that decision the Directors must balance the advantage of contracting with a Director or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the SOCIETY.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
 - (f) The reason for their decision is recorded by the Directors in the minute book.
 - (g) A majority of the Directors then in office are not in receipt of remuneration or payments authorised by clause 6.
- (4) In sub-clauses (2) and (3) of this clause:
- (a) “the SOCIETY” includes any Society in which the SOCIETY:
 - i. holds more than 50% of the shares; or
 - ii. controls more than 50% of the voting rights attached to the shares; or
 - iii. has the right to appoint one or more directors to the board of the Society;
 - (b) “connected person” includes any person within the definition set out in clause 30 (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A Director must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the SOCIETY or in any transaction or arrangement entered into by the SOCIETY which has not previously been declared; and
- (2) absent himself or herself from any discussions of the Directors in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the SOCIETY and any personal interest (including but not limited to any financial interest).

Any Director absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Directors on the matter.

8. Liability of members to contribute to the assets of the SOCIETY if it is wound up

If the SOCIETY is wound up, the members of the SOCIETY have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the SOCIETY

(1) Admission of new members

(a) Eligibility

Membership of the SOCIETY is open to anyone aged 16 years and over who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

(b) Admission procedure

The Directors:

- i. may require applications for membership to be made in any reasonable way that they decide;
- ii. shall, if they approve an application for membership, notify the applicant of their decision within 21 day;
- iii. may refuse an application for membership if they believe that it is in the best interests of the SOCIETY for them to do so;
- iv. shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- v. shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(2) Transfer of membership

Membership of the SOCIETY cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the SOCIETY has received written notification of the transfer.

(3) Duty of members

It is the duty of each member of the SOCIETY to exercise his or her powers as a member of the SOCIETY in the way he or she decides in good faith would be most likely to further the purposes of the SOCIETY.

(4) Termination of membership

(a) Membership of the SOCIETY comes to an end if:

- i. the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
- ii. the member sends a notice of resignation to the Directors; or
- iii. any sum of money owed by the member to the SOCIETY is not paid in full within six months of its falling due; or
- iv. the Directors decide that it is in the best interests of the SOCIETY that the member in question should be removed from membership, and pass a resolution to that effect.

(b) Before the Directors take any decision to remove someone from membership of the SOCIETY they must:

- i. inform the member of the reasons why it is proposed to remove him, her or it from membership;
- ii. give the member at least 21 clear days notice in which to make representations to the Directors as to why he, she or it should not be removed from membership;
- iii. at a duly constituted meeting of the Directors, consider whether or not the member should be removed from membership;
- iv. consider at that meeting any representations which the member makes as to why the member should not be removed; and
- v. allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(5) Membership fees

The SOCIETY may require members to pay reasonable membership fees to the SOCIETY.

(6) Informal or associate (non-voting) membership

- (a) The Directors may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- (b) Other reference in this constitution to "members" and "membership" do not apply to non-voting members

10. Members Decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the SOCIETY may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the SOCIETY may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

(3) Taking ordinary decisions by written resolution without a general meeting

- (a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
 - i. a copy of the proposed resolution has been sent to all the members eligible to vote; and,
 - ii. a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of

their identity accompanying the document, or in such other manner as the SOCIETY has specified.

- (b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- (c) Eligibility to vote on the resolution is limited to members who are members of the SOCIETY on the date when the proposal is first circulated in accordance with paragraph (a) above.
- (d) Not less than 10% of the members of the SOCIETY may request the Directors to make a proposal for decision by the members.
- (e) The Directors must within 21 days of receiving such a request comply with it if:
 - i. The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
 - ii. The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
 - iii. Effect can lawfully be given to the proposal if it is so agreed.
- (f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

(4) Decisions that must be taken in a particular way

- (a) Any decision to remove a trustee must be taken in accordance with clause 15(2).
- (b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the SOCIETY must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the SOCIETY to one or more other SOCIETYS must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of the SOCIETY. The first AGM must be held within 18 months of the registration of the SOCIETY, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the Directors' annual report, and must elect Directors as required under clause 13.

Other general meetings of the members of the SOCIETY may be held at any time.

All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

- (a) The Directors:
 - i. must call the annual general meeting of the members of the SOCIETY in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - ii. may call any other general meeting of the members at any time.
- (b) The Directors must, within 21 days, call a general meeting of the members of the SOCIETY if:
 - i. they receive a request to do so from at least 10% of the members of the SOCIETY; and
 - ii. the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the requests.

- (c) If, at the time of any such request, there has not been any general meeting of the members of the SOCIETY for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the Directors at the request of the members of the SOCIETY must be held within 28 days from the date on which it is called.
- (g) If the Directors fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (i) The SOCIETY must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Directors to duly call the meeting, but the SOCIETY shall be entitled to be indemnified by the Directors who were responsible for such failure.

(3) Notice of general meetings

- (a) The Directors, or, as the case may be, the relevant members of the SOCIETY, must give at least 28 clear days notice of any general meeting to all of the members, and to any Director of the SOCIETY who is not a member.
- (b) If it is agreed by not less than 90% of all members of the SOCIETY, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution.
- (c) The notice of any general meeting must:
 - i. state the time and date of the meeting;
 - ii. give the address at which the meeting is to take place;
 - iii. give particulars of any resolution which is to be moved at the meeting, and of the general nature of any business to be dealt with at the meeting; and
 - iv. if a proposal to alter the constitution of the SOCIETY is to be considered at the meeting, include the text of the proposed alteration;
 - v. include, with notice for the AGM, the annual statement of accounts and Directors' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the SOCIETY's website.
- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (e) The proceeding of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the SOCIETY.

(4) Chairing of general meetings

The person nominated as chair by the Directors under clause 19(2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the SOCIETY who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the SOCIETY unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be the greater of 10% or 15 members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause is, counted as being present in person.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the SOCIETY's members at least seven days clear before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Directors but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

- (a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (d) A poll may be taken:
 - i. at the meeting at which it was demanded; or
 - ii. at some other time and place specified by the chair; or
 - iii. through the use of postal or electronic communications.
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Representation of organisations and corporate members

An organisation or a corporate body that is a member of the SOCIETY may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the SOCIETY.

The representative is entitled to exercise the same powers on behalf of the [organisation or] corporate body as the [organisation or] corporate body could exercise as an individual member of the SOCIETY.

(8) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Directors

The Directors shall manage the affairs of the SOCIETY and may for that purpose exercise all the powers of the SOCIETY. It is the duty of each Director:

- (a) to exercise his or her powers and to perform his or her functions as a trustee of the SOCIETY in the way he or she decides in good faith would be most likely to further the purposes of the SOCIETY; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - i. any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - ii. if he or she acts as a Director of the SOCIETY in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for Directorship

- (a) Every Director must be a natural person.
- (b) No individual may be appointed as a Director of the SOCIETY:
 - If he or she is under the age of 16 years; or
 - If he or she would automatically cease to hold office under the provisions of clause 15(1)(f).
- (c) No one is entitled to act as a Director whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Directors decide, his or her acceptance of the office of Director.
- (d) At least one of the Directors of the SOCIETY must be 18 years of age or over. If there is no Director ages at least 18 years, the remaining Directors may only act to call a meeting of the Directors, or appoint a new Director.

(3) Number of Directors

- (a) There must be at least three Directors. If the number falls below this minimum, the remaining Directors may act only to call a meeting of the Directors, or appoint a new Director

- (b) The maximum number of Directors is 12. The Directors may not appoint any Director if as a result the number of Directors would exceed the maximum

(4) First Directors

The first Directors of the SOCIETY are -

Mike Pearce
Colin Hinwood
Andrew Hawkes

13. Appointment of Directors

- (1) At every annual general meeting of the members of the SOCIETY, one-third of the Directors shall retire from office. If the number of Directors is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one Director, he or she shall retire;
- (2) The Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any Directors were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- (3) The vacancies so arising may be filled by the decision of the members of the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (5) of this clause;
- (4) The members or the Directors may at any time decide to appoint a new Director, whether in place of a Director who has retired or been removed in accordance with clause 15 (Retirement and removal of Directors), or as an additional Director, provided that the limit specified in clause 12(3) on the number of Directors would not as a result be exceeded;
- (5) A person so appointed by the members of the SOCIETY shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the Directors shall retire at the conclusion of the next annual general meeting after the date of his or appointment, and shall not be counted for the purpose of determining which of the Directors is to retire by rotation at that meeting.

14. Information for new Directors

The Directors will make available to each new Director, on or before his or her first appointment:

- (a) a copy of the current version of this constitution; and
- (b) a copy of the SOCIETY's latest Directors' Annual Report and statement of accounts.

15. Retirement and removal of Directors

- (1) A Director ceases to hold office if he or she:
 - (a) retires by notifying the SOCIETY in writing (but only if enough Directors will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his or her office be vacated;
 - (c) dies;

- (d) in the written opinion, given to the SOCIETY, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - (e) is removed by the members of the SOCIETY in accordance with sub-clause (2) of this clause; or
 - (f) is disqualified from acting as a Director by virtue of the Companies Act
- (2) A Director shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- (3) A resolution to remove a Director in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the SOCIETY.

16. Reappointment of Directors

Any person who retires as a Director by rotation or by giving notice to the SOCIETY is eligible for reappointment.

17. Taking of decisions by Directors

Any decision may be taken either:

- at a meeting of the Directors; or
- by resolution in writing or electronic form agreed by all of the Directors, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

18. Delegation by Directors

- (1) The Directors may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The Directors may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Directors, but is subject to the following requirements:
- (a) a committee may consist of two or more persons, but at least one member of each committee must be a Director;
 - (b) the acts and proceedings of any committee must be brought to the attention of the Directors as a whole as soon as is reasonably practicable; and
 - (c) the Directors shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of Directors

(1) Calling meetings

- (a) Any Director may call a meeting of the Directors.
- (b) Subject to that, the Directors shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The Directors may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, their Directors present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three Directors, or the number nearest to one third of the total number of Directors, whichever is greater, or such larger number as the Directors may decide from time to time. A Director shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- (b) Any Director participating at a meeting by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
 - who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that Director being counted in the quorum, the decision has been made by a majority of the Directors at a quorum meeting.

- (2) Sub-clause (1) of this clause does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for sub-clause (1), the resolution would have been void, or if the Director has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

- (1) The SOCIETY shall execute documents either by signature or by affixing its seal (if it has one)
- (2) A document is validly executed by signature if it is signed by at least two of the Directors.

22. Use of electronic communications

(1) General

The SOCIETY will comply with the requirements of the Communications Provision in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

(2) To the SOCIETY

Any member or Director of the SOCIETY may communicate electronically with the SOCIETY to an address specified by the SOCIETY for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the SOCIETY.

(3) By the SOCIETY

- (a) Any member or Director of the SOCIETY, by providing the SOCIETY with his or her email address or similar, is taken to have agreed to receive communications from the SOCIETY in electronic form at that address, unless the member has indicated to the SOCIETY his or her unwillingness to receive such communications in that form.
- (b) The Directors may, subject to compliance with any legal requirements, by means of publication on its website:
 - i. provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
 - ii. give Directors notice of their meetings in accordance with clause 19(1) (Calling meetings); [and
 - iii. submit any proposal to the members or Directors for decision by written resolution or postal vote in accordance with the SOCIETY's powers under clause 10 (Members' decisions), 17 (Taking of decisions by Directors), or clause 11(8) (Postal voting)].
- (c) The Directors must –
 - i. take reasonable steps to ensure that members and Directors are promptly notified of the publication of any such notice or proposal; and
 - ii. send any such notice or proposal in hard copy form to any member or Director who has not consented to receive communications in electronic form.

23. Keeping of Registers

The SOCIETY must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and Directors.

24. Minutes

The Directors must keep minutes of all:

- (1) appointments of officers made by the Directors;
- (2) proceedings at general meetings of the SOCIETY;

- (3) meetings of the Directors and committees of Directors including:
- the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;

- (4) decisions made by the Directors otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The Directors must comply with the requirements of the latest Company Act with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to Company House, regardless of the income of the SOCIETY within 10 months of the financial year end.

26. Rules

The Directors may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the SOCIETY, but such rules or byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of the SOCIETY on request.

27. Disputes

If a dispute arises between members of the SOCIETY about the validity or propriety of anything done by the members under this constitution, 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.

28. Amendment of constitution

- (1) This constitution can only be amended:
- (a) by resolution agreed in writing by all members of the SOCIETY; or
 - (b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the SOCIETY called in accordance with clause 11 (General meetings of members).

29. Voluntary winding up dissolution

- (1) As provided by the Dissolution Regulations, the SOCIETY may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the SOCIETY can only be made:
- (a) at a general meeting of the members of the SOCIETY called in accordance with clause 11 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - i. by a resolution passed by a 75% majority of those voting, or
 - ii. by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of the SOCIETY.

- (2) Subject to the payment of all the SOCIETY's debts:
- (a) Any resolution for the winding up of the SOCIETY, or for the dissolution of the SOCIETY without winding up, may contain a provision directing how any remaining assets of the SOCIETY shall be applied.
 - (b) If the resolution does not contain such a provision, the Directors must decide how any remaining assets of the SOCIETY shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the SOCIETY.
- (3) The SOCIETY must observe the requirements of the Dissolution Regulations in applying to the Commission for the SOCIETY to be removed from the Companies Register and the Directors must provide that notice is sent within seven days to every member and employee of the SOCIETY, and to any Director of the SOCIETY who was not privy to the dissolution of the Society
- (4) If the SOCIETY is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandparent, brother or sister of the Director;
- (b) the spouse or civil partner of the Director or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the Director or with any person falling within the sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - i. by the Director or any connected person falling within sub-clause (a), (b), or (c) above;
or
 - ii. by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
 - i. the Director or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - ii. two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

“Director” means a Director of the SOCIETY.

A **“poll”** means a counted vote or ballot, usually (but not necessarily) in writing.