



**THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF RADIO SOCIETY OF GREAT BRITAIN**

(As adopted by Special Resolution passed on 2nd December 2000 and amended by special resolution passed on the 6th May 2006.) further amended on 19 April 2008, 19 November 2011, 17 November 2012, 12 April 2014, 21 April 2018, 19 July 2019, 24 October 2019 and 25 April 2020.

INTERPRETATION

1. In these Articles: -

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

References to “Section” refer to the relevant sections of the Act.

“the Society” means the Radio Society of Great Britain.

“the Articles” means the Articles of Association of the Society.

“the Bylaws” means the bylaws of the Society for the time being in force.

“Member” means any Member of the Society, as defined in Article 3 below.

“the Board” means the board of the Society.

“President” is the President of the Society for the time being.

“Board Member” means any member of the Board of the Society.

“Regional Representative” means a candidate duly elected by the Membership to serve on the Volunteer Leadership Team

“Nominated Director” means a Board member appointed following nomination by the Nominations Committee for approval by the membership in election

“Elected Director” means a Board member appointed after being proposed by Members and approved by the membership in election

“Chairman of the Board” means the person elected by the Board from time to time to act as its Chairman.

“Volunteer Leadership Team” means the Board, Regional Representatives, Committee Chairs, Honorary Officers, General Manager and senior

HQ staff as determined from time to time by the Board. “executed” includes any mode of execution.

“Office” means the registered office of the Society.



“the Seal” means the common seal of the Society.

“Secretary” means the Company Secretary of the Society or any other person appointed to perform the duties of the Secretary of the Society, including a joint, assistant or Deputy Secretary.

“the United Kingdom” means Great Britain and Northern Ireland.

“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“the RSGB Year” means 1 January to 31 December inclusive in each calendar year.

Words importing the singular number only shall include the plural number, and vice versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Society.

OBJECTS

2. The Society is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. The subscribers to the Memorandum of Association of the Society and such other persons as are admitted to membership in accordance with these Articles shall be Members of the Society. Every person who wishes to become a Member shall deliver to the Society an application for membership in such form as the Board requires, executed by him. The Society may reject any application for membership without giving a reason.

A Member may at any time withdraw from the Society by giving at least seven clear days’ notice to the Society. Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

4. All general meetings other than annual general meetings shall be called extraordinary general meetings.

(a). Any Member or Members wishing to call a general meeting of the Society shall deposit at the Office of the Society a requisition containing the signed declaration of not less than 300 paid up Members of the Society, on one or more similar documents and which also states the terms of the resolution which is to be proposed as a special resolution or extraordinary resolution of which constitutes a resolution requiring special notice and shall indicate the general nature of the business to be transacted at the meeting and the Board shall convene an extraordinary general meeting within 8 weeks of receipt of such requisition. If there are not within the UK sufficient Board Members to call an extraordinary general meeting, any Board Member shall call an extraordinary general meeting.

NOTICE OF GENERAL MEETINGS

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days’ notice. All other extraordinary general meetings shall be called by at least fourteen clear days’ notice, but a general meeting may be called by shorter notice if it is so agreed:

(a) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and



(b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent. of the total voting rights at the meeting of all the Members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting shall specify the meeting as such. The notice shall be given to all the Members, to the Board Members and to the Auditors in accordance with Articles 58 -61 inclusive.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any meeting unless a quorum is present. Fifty persons present in person or by proxy entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation shall be a quorum.

8. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Board may determine.

9. The Chairman of the Board or in his absence some other Board Member nominated by the Board shall preside as chairman of the meeting, but if neither the Chairman nor such other Board Member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board Members present shall elect one of their number to be chairman and, if there is only one Board Member present and willing to act, he shall be chairman.

10. If no Board Member is willing to act as chairman, or if no Board Member is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.

11. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

12. 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. Subject to the provisions of the Act, a poll may be demanded;

(a) by the chairman; or

(b) by at least five Members having the right to vote at the meeting;

Or

(c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

13. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.



14. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

15. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

17. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

18. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

19. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

VOTE OF MEMBERS

20. On a poll every Member present or by proxy shall have one vote.

21. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

23. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve)-

"I/We,

of,

being a Member/Members of the above-named Company, hereby appoint [] of [],

or failing him, [] of [],

as my/our proxy to vote in my/our name and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on.....20.., and at any adjournment thereof.

Signed this day of20.. "



24. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the

Board may approve)-

"I/We, [] of [], being a Member/Members of the above-named Company, hereby appoint [] of [], or failing him, [] of [], as my/our proxy to vote in my/our name and on my/our behalf at the annual/extraordinary general meeting of the Company, to be held on [], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this [] day of []"

25. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may;

a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of an appointment contained in an electronic communication, be received at an electronic address specified in the notice convening the meeting or in any instrument of proxy sent out, or invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

(c) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

(d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Board Member; and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

26. A vote given or poll demanded by proxy or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the office or at such other place at which the instrument of proxy was duly deposited or, where the invitation to appoint a proxy was contained in an electronic communication at the electronic address specified for that purpose before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

GOVERNANCE OF THE SOCIETY

27. The Society is a company limited by guarantee under the Companies Act 1985. Under the Act, the general governance of the Society is the responsibility of the Board of Directors. Subject to Article 28, the Directors of the Society will be the Elected Board Members, Nominated Board members, co-opted members and the President.



NUMBER OF BOARD MEMBERS

28. Unless otherwise determined by ordinary resolution, the number of Board Members, shall not be less than eight and will be made up as follows:

- (a) the elected President
- (b) four nationally Elected Members
- (c) three Nominated Directors
- (d) Members co-opted by the Board under Article 37

All Members of the Board will hold responsibilities as described by the Companies Acts and from time to time set out in the Bylaws.

POWERS AND RESPONSIBILITIES OF THE BOARD

29. Subject to the provisions of the Act, the Memorandum and these Articles and to any directions given by special resolution, the business of the Society shall be managed by the Board who may exercise all the powers of the Society. Members of the Board carry a responsibility to the membership for strategy, scrutiny and operations review of all aspects of the Society's operations, including the creation and maintenance of a strategic plan and full overview of its delivery.

No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Board by these Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

30. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Society for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF BOARD'S POWERS

31. The Board may delegate any of its powers to any committee consisting of one or more Board Members. It may also delegate to any person holding executive office such of their powers as it considers desirable to be exercised by him. Any such delegation may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of committees with powers delegated from the Board shall be governed by these Articles regulating the proceedings of the Board so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF BOARD AND REGIONAL REPRESENTATIVES

32. Board Directors

Unless otherwise stated at the date of appointment, elected and nominated Directors shall initially hold office for a term of three years. Elected Directors may serve two consecutive Terms but retire from the Board at the end of their second consecutive term for a minimum period of one year. Retiring Directors may seek election or be nominated after the period of one year for a similar period as a new Board member or President.

Nominated Directors shall normally serve up to one three-year term after which they may seek election (subject to term limits).



Retiring Directors may be co-opted under Article 37, by decision of the Board. Co-opted members, appointed under Article 37, shall retire at the Annual General Meeting after co-option, after which they may, (subject to term limits), stand for election or nomination.

Directors who have completed two consecutive three-year terms may be co-opted to the Board to fill any vacancy which may arise between AGMs and are not barred from holding office.

In exceptional circumstances, to fulfil a specific need, the Board may vary the above arrangements. Due notice will be published via RadCom.

33. The President

The President will be appointed to office by election by the Members. The President shall hold the office for two years, save where there are exceptional circumstances to meet a specific need as determined by the Board, where the appointment as President may be extended for a further year.

If the office of President is vacant, or the elected President is indisposed and unable to fulfil the role of President, the Board shall have the power to co-opt a person it considers suitable for such a period as appears to the Board to be appropriate provided that the period shall end not later than the date of the next AGM. Completion of a two- or three-year Term of office as President shall complete the relevant Term on the Board. Where this was the first Term, the retiring President may stand for election again as a Board member for a second three-year Term.

33a The Chairman of the Board

The Chairman of the Board shall be appointed by the Board from amongst its number. The Chairman shall not normally be the President. Appointment of the Chairman is not subject to term limits (save as imposed by those for Directors) but shall be reviewed by the Board each year.

33b Volunteer Leadership Team

The Board, Regional Representatives, Committee Chairs, Honorary Officers, General Manager and senior HQ staff as determined from time to time by the Board, shall comprise the "Volunteer Leadership Team" of the Society.

33c Nominations Committee

The Chair of the Nominations Committee shall be a suitably experienced independent Corporate Member of the RSGB (not a Volunteer Leadership Team Member) appointed by the Board.

The Nominations Committee shall additionally comprise one elected Director, one nominated Director (one of whom shall be the Chairman of the Board), and two members from the Volunteer Leadership Team, [one of whom shall be a Regional Representative and one of whom shall be from the rest of the Volunteer Leadership Team but not a Board member]. The Nominations Committee shall regularly consider and identify suitable candidates for appointment as nominated Directors or other volunteer positions. The Committee shall maintain a confidential list of possible candidates and their curricula vitae in order to match candidates' experience and expertise to the needs of the RSGB. The Committee shall submit to the Board those candidates proposed to be endorsed as Nominated Directors by the membership at an AGM.

34 Regional Representatives

Regional Representatives will, unless removed, remain in office for three years from the date of their election. Three years in office will be called a "Term". Regional Representatives may serve two consecutive Terms but shall retire at the end of their second consecutive Term; provided that the Board shall have the power to waive this requirement (after unsuccessful advertisement of the vacancy) if it considers that it is in the best interests of the Society that the incumbent shall complete a third or subsequent Term.

In the case of co-opted Regional Representatives, they shall retire at the end of their year of co-option, after which they may (subject to the term limits) stand for election.



35. Maximum Service on the Board

A Board member may, therefore, complete a maximum of two Terms of office of three years, plus a period on the Board as President, of either two years, or three years where the appointment is extended to meet a declared need pursuant to Article 33 above. The appointment to the Board as President may occur either during the two Terms or immediately following the two Terms, after which the person in question may not be re-elected or re-appointed for one year, when if appointed or elected, may serve for a similar period as a new Board member or President.

36. The Board shall send to each Member entitled to attend and vote at general meetings of the Society a list of all Regional Representatives and Board Members subject to retirement at the next following annual general meeting and of all other Members eligible for nomination as Regional Representatives or Board Members or President. No person shall be appointed or re-appointed as a Regional Representative or Board Member unless he is nominated by not less than 10 Members entitled to vote. No person shall be appointed as President unless he is nominated by not less than 25 Members entitled to vote and drawn from at least three regions. In the case of nominations for President, at least five of those nominating shall be from the Volunteer Leadership Team of the Society.

Notice shall be given to the Society in accordance with the terms of the Bylaws for the time being in force, of any person nominated as Regional Representative or the Board Member, stating the particulars which would, if he were so appointed, be required to be included in the Society's register of Board Members, together with notice executed by that person of his willingness to be appointed or re-appointed. In the event that the number of valid nominations exceeds the number of vacancies, a ballot of the Members shall be held. The ballot shall be conducted in accordance with the relevant Bylaws for the time being in force governing the method and timing of such ballots.

37 Short-term Board vacancies

The Board may appoint any Member who is willing to act as Director, either to fill a vacancy or as an additional Board Member, provided that the appointment does not cause the number of Board Members to exceed any number fixed by or in accordance with these Articles or Bylaws.

Directors who have completed two consecutive three-year terms may be co-opted to the Board and are not barred from holding office.

Any member co-opted to the Board must retire at the AGM following co-option or seek election or nomination.

DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS

38. The office of a Board Member shall be vacated if:

(a) he ceases to be a Board Member by virtue of any provision of the Act or he becomes prohibited by law from being a Board Member; or

(b) he shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolve that his office be vacated
or

(c) he becomes bankrupt; or

(d) he is, or may be, suffering from mental disorder and either-

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or



(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(e) he resigns his office by notice to the Society; or

(f) he shall be requested in writing to resign by all other Members of the Board; or

(g) he ceases to be a Member of the Society.

REMUNERATION OF REGIONAL REPRESENTATIVES AND BOARD MEMBERS

39. Regional Representatives and Board Members shall not be entitled to any remuneration.

REGIONAL REPRESENTATIVES AND BOARD MEMBERS' EXPENSES

40. Regional Representatives and Board Members may be reimbursed reasonable expenses in accordance with the relevant Bylaws and expense policy of this Society for the time being in force.

BOARD MEMBERS' APPOINTMENTS AND INTERESTS

41. Subject to the provisions of the Act, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a Board Member notwithstanding his office

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Society or in which the Society is otherwise interested;

(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, anybody corporate promoted by the Society or in which the Society is otherwise interested; and

(c) shall not, by reason of his office, be accountable to the Society for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

42. For the purposes of Article 41:

(a) a general notice given to the Board that a Board Member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Board Member has an interest in any such transaction of the nature and extent so specified; and

(b) an interest of which a Board Member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF THE BOARD

43. Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit. A Board Member may, and the Secretary at the request of a Board Member shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Board Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the Board shall have a second or casting vote. Meetings of the Board shall be held no less than four times each year.

44. The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any



number shall comprise two thirds (rounded down to the nearest integer, if necessary) of the total membership of the Board.

45. The continuing Board Members or a sole continuing Board Member may act notwithstanding any vacancies in their number, but, if the number of Board Members is less than the number fixed as the quorum, the continuing Board Members or Board Member may act only for the purpose of filling vacancies or of calling a general meeting.

46. The Chairman shall chair every meeting of the Board at which he is present. But if there is no person holding that office, or if that person is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Board Members present may appoint one of their number to be chairman of the meeting.

47. All acts done by a meeting of the Board, or of a committee of the Board, or by a person acting as a Board Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Board Member and had been entitled to vote.

48. A resolution in writing signed by all the Board Members entitled to receive notice of a meeting of the Board or of a committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Board Members.

49. The Board, or a committee of the Board, may agree to hold meetings by electronic means including audio or video conferencing, a series of telephone conversations, e-mail, or by exchange of facsimile transmissions that are additionally addressed to the Company Secretary. The views of the Board, or a Committee of the Board, as ascertained by the above means shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner and signed by the Chairman shall be as valid and effectual as if it had been passed at a meeting of the Board (or, as the case may be, of that committee) duly convened and held. Any meetings conducted by any of the above means may be deemed to be held in the location either where the majority of the Board Members are physically situated, or where the Chairman is physically situated, or as determined by the Board Members at the meeting itself. The quorum for the transaction of the business of the Board shall be five although in respect of meetings conducted by any of the above means, the Board Members need not be present in the same physical location for the meeting to be quorate.

50. Save as otherwise provided by these Articles, a Board Member shall not vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Society unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

(a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Society or any of its subsidiaries;

(b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Society or any of its subsidiaries for which the Board Member has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

(c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Society or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Society or any of its subsidiaries for subscription, purchase or exchange. For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Society), connected with a Board Member shall be treated as an interest of the Board Member.



51. A Board Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

52. If a question arises at a meeting of the Board or of a Committee of the Board as to the right of a Board Member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Board Member other than himself shall be final and conclusive.

SECRETARY

53. Subject to the provisions of the Act, the Company Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.

MINUTES

54. The Board shall cause minutes to be kept for the purpose:

(a) of all appointments of officers made by the Board; and

(b) of all proceedings at meetings of the Society and of the Board, and of Committees of the Board, including the names of the Board Members present at each such meeting.

THE SEAL

55. The Seal shall only be used by the authority of the Board or of a Committee of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Board Member and by the Secretary or by a second Board Member.

TREASURER

56. The Treasurer shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Treasurer so appointed may be removed by it. No person who is a Member of the Board shall be appointed to hold office as Treasurer.

ACCOUNTS

57. No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Board or by ordinary resolution of the Society.

NOTICES

58. Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Board) shall be in writing or, with the prior agreement of the Member, in electronic form or in accordance with section 369(4A).

59. The Society may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address, or in electronic form or in accordance with section 369(4A).

60. A Member present, either in person or by proxy, at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.



61. Proof that an envelope containing a notice was properly addressed, prepaid and posted, or a dated record of electronic mailing, shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

DISSOLUTION

62. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

BYLAWS

63. The Board may from time to time make such Bylaws as it may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of foregoing, it may by such Bylaws regulate:-

(i) The admission and classification of Members of the Society, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members.

(ii) The conduct of Members of the Society in relation to one another, and to the Society's servants.

(iii) The setting aside of the whole or part of parts of the Society's premises at any particular time or times or for any particular purpose or purposes.

(iv) The procedure at committees of the Society in so far as such procedure is not regulated by these Articles.

(v) And generally all such matters as are commonly the subject matter of Society rules. The Society in general meeting shall have power to alter or repeal the Bylaws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of Members of the Society all such Bylaws, which so long as they shall be in force, shall be binding on all Members of the Society. Provided, nevertheless, that no Bylaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Society.

INDEMNITY

64. Subject to the provisions of the Act but without prejudice to any indemnity to which a Board Member may otherwise be entitled, every Board Member or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the cost from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.