

Company Number 00312134



THE ENFIELD SOCIETY

Memorandum and Articles of Association

as at 23 September 2021

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of

THE ENFIELD SOCIETY

(Adopted by Special Resolution passed on 26th June 2007)

- 1 The name of the company is The Enfield Society ("the Society")¹
- 2 The registered office of the Society is in England
- 3 The object of the Society is the conservation and enhancement of the civic and natural environments of the London Borough of Enfield and its immediate surrounding area ("the area of interest"), for the public benefit
- 4 To further this object the Society will seek to -
 - (a) Conserve and enhance buildings and groups of buildings of architectural quality or historic interest
 - (b) Defend the integrity of the Green Belt
 - (c) Protect and improve open spaces and views
 - (d) Ensure that new developments are environmentally sound, well designed and take account of the relevant interests of all sections of the community
 - (e) Publish papers, books, reports and other literature
 - (f) Make surveys and prepare maps and plans and collect information in relation to any place, or building of historic or architectural interest
 - (g) Assist in the preservation and maintenance of footpaths, commons and rights of way
 - (h) Promote and pay the expenses of meetings, conferences, lectures and exhibitions, whether public or private, and subject to Clause 7 to remunerate and pay the expenses of persons attending on the invitation of the Society to give expert advice or assistance
- 5 In addition to any other powers it may have, the Society has the following powers in order to further the objects (but not for any other purpose)
 - (a) To raise funds In doing so the Society must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations
 - (b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use

¹ The Society was incorporated as the Enfield Preservation Society Limited. Its present name was adopted on 5 July 2007.

(c) To sell, lease or otherwise dispose of all or any part of the property belonging to the Society In exercising this power, the Society must comply as appropriate with sections 36 and 37 of the Charities Act 1993

(d) To borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed The Society must comply as appropriate with sections 38 and 39 of the Chanties Act 1993 if it wishes to mortgage land

(e) To co-operate with other Societies, voluntary bodies and statutory authorities and to exchange information and advice with them

(f) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects

(g) To acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects

(h) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves

(i) To 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 it is permitted to do so by clause 7 and provided it complies with the conditions in that clause

(j) To -

(i) deposit or invest funds,

(ii) employ a professional fund-manager, and

(iii) arrange for the investments and 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 Trustees of a trust are permitted to do by the Trustee Act 2000

(k) To provide indemnity insurance for the directors or any other officer of the Society in relation to any such liability as is mentioned in sub-clause 6(a), but subject to the restrictions specified in sub-clause 6(b)

(l) To do all such other lawful things as are necessary for the achievements of the objects

6 (a) The liabilities referred to in sub-clause 5(k) are

(i) Any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty, or breach of trust of which he or she may be guilty in relation to the Society,

(ii) The liability to make a contribution to the Society's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)

(b) The following liabilities are excluded from sub-clause 6(a)(i)

(i) Fines,

(ii) Costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the director or other officer,

(iii) Liabilities of the Society that result from conduct that the director or other officer knew or must be assumed to have known was not in the best interests of the Society or about which the person concerned did not care whether it was in the best interests of the society or not

(c) There is excluded from sub-clause 6(a)(ii) any liability to make such a contribution where the basis of the director's liability is his or her knowledge prior to the insolvent liquidation of the Society (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Society would avoid going into insolvent liquidation

7 (a) The income and property of the Society shall be applied solely towards the promotion of the objects

(b) (i) 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

(ii) Subject to the restrictions in sub-clause 6(a) and 6(b) a director may benefit from trustee indemnity insurance cover purchased at the Society's expense

(c) 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 -

(i) a benefit from the Society in the capacity of a beneficiary of the Society

(ii) reasonable and proper remuneration for any goods or services supplied to the Society

8 No director may -

(a) buy goods or services from the Society,

(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 transaction is previously and expressly authorised in writing by the Charity Commission

9 In sub-clauses 7(b) and 7(c) and in clause 8 -

(a) "Society" shall include any company in which the Society -

- holds more than 50% of the shares, or

- controls more than 50% of the voting rights attached to the shares,

or

- has the right to appoint one or more directors to the Board of the company,

(b) "Director" shall include any child parent grandchild grandparent brother sister or spouse of the director or any person living with the director or his or her partner

10 The liability of the members is limited

11 Every member promises if the Society is dissolved while he or she is a member or within twelve months after he or she ceases to be a member to contribute such sum (not exceeding £5) as may be demanded of him or her towards the payment of the debts and liabilities of the Society incurred before he or she ceases to be a member and of the costs charges and expenses of winding up and the adjustment of the rights of the contributories among themselves

12 (a) The members of the Society may at any time before and in the expectation of its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid or provision has been made for them shall on the dissolution of the Society be applied or transferred in any of the following ways -

(i) directly for the Objects, or

(ii) by transfer to any chanty or chanties for purposes similar to the Objects, or

(iii) to any charity for use for particular purposes that fall within the Objects

(b) Subject to any such resolution of the members of the Society the directors of the Society may at any time before and in expectation of its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid or provision made for them shall on dissolution of the Society be applied or transferred

(i) directly for the Objects, or

(ii) by transfer to any chanty or charities for purposes similar to the Objects, or

(iii) to any charity or charities for use for particular purposes that fall within the Objects

(c) In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society (except to a member that is itself a charity) and if no such resolution is passed by the members or the directors the net assets of the Society shall be applied for charitable purposes as directed by the court or the Commission

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Articles of Association of

THE ENFIELD SOCIETY ²

(Adopted by Special Resolution passed on 17th June 2003 and amended by Special Resolution passed on 23 September 2021)

Interpretation

1 In these articles:

"the Society" means the company regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Society;

"clear days" in relation to the period of a notice means the 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 Committee" means the Management Committee;

"executed" includes any mode of execution;

"the memorandum" means the Memorandum of Association of the Society;

"office" means the registered office of the Society;

"the seal" means the common seal of the Society if it has one;

"secretary" means the 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 trustees" means the directors of the Society (and "trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. (1) Persons who are members of the Association at the date on which the articles are adopted and such other persons as are admitted to membership in accordance with the rules made under Article 60 shall be members of the Society. No person shall be admitted a member of the Society unless his application for membership is approved by the trustees.

(2) Unless the trustees or the Society in general meeting shall make other provision under Article 60 a member may retire at any time by giving written notice to that effect to the Society at the registered office.

² The Society was incorporated as the Enfield Preservation Society Limited. Its present name was adopted on 5 July 2007.

General meetings

3. The Society shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

Notice of general meetings

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee 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:

(1) in the case of an annual general meeting, by all the members entitled to attend and vote; and

(2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 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 and to the trustees and auditors.

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. Unless otherwise resolved seven persons entitled to vote upon the business to be transacted, each being a member or in the case of a meeting summoned on requisition one half of the requisitionists, shall constitute a quorum.

8. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting if convened upon requisition shall be dissolved; in any other case the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.

9. At any meeting at which the President shall not take the chair the Chairman, if any, or Vice-Chairman of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the Chairman, the Vice-Chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.

10. If no trustee is willing to act as chairman, or if no trustee 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 auditor or independent examiner (as the case may be) of the Society shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

12. 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 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.

13. 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:

(1) by the chairman; or

(2) by at least two members having the right to vote at the meeting; or

(3) 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.

14. 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.

15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

16. 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 results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

17. 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.

18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately 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 continuance of a meeting for the transaction of any business other than the question on which the poll is 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.

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

Votes of members

20. Subject to Article 17, every member shall have one vote.

21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Society have been paid.

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.

Management Committee

23. The Committee shall comprise trustees consisting of:

- (a) not less than six and, unless otherwise resolved by the Society in general meeting, not more than eighteen members;
- (b) the Honorary Treasurer and the Honorary Secretary who shall be ex-officio members;
- (c) any members co-opted under Article 36.

24. The Committee may nominate a President whose nomination shall be confirmed by the members in general meeting. The term of the President's office shall be determined at the time of his nomination, provided always that if it be not so determined the nomination shall be for five years unless previously terminated at the request of the President or by a resolution of the members of the Society in general meeting on the recommendation of the Committee. The President may attend all meetings of the Committee to give advice but may not vote.

25. The Committee may also nominate any number of Vice-Presidents whose nominations must be confirmed by the members in general meeting. The office of a Vice-President shall be for five years provided they remain members of the Society unless previously terminated at the request of the Vice-President concerned or by a resolution passed by the members of the Society in general meeting on the recommendation of the Committee. Vice-Presidents may attend all meetings of the Committee to give advice but may not vote. No Vice-President shall be eligible to be a member of the Committee and no member of the Committee shall be eligible to be a Vice-President.

Trustees

26. The trustees shall consist of those persons who are trustees at the date on which the articles were adopted and such future trustees as shall be appointed as provided subsequently in the articles.

Power of trustees

27. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Society shall be managed by the trustees who may exercise all the powers of the Society. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:

- (1) to expend the funds of the Society in such manner as they shall consider most beneficial for the achievement of the objects of the Society and to invest in its name such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Society;
- (2) to enter into contracts on behalf of the Society.

Appointment and retirement of trustees

29. At the first annual general meeting to be held after the date on which the articles were adopted and at every subsequent annual general meeting one-third of the trustees who are subject

to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but if there is only one trustee who is subject to retirement by rotation he shall retire. For the purpose of this article the Honorary Treasurer and the Honorary Secretary shall be excluded from the operation of this article and shall resign at each annual general meeting but shall be eligible to be re-appointed.

30. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last re-appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

31. If the Society at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.

32. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:

(1) he is recommended by the trustees; or

(2) by not later than 1st May in any year notice executed by a member qualified to vote at the meeting has been given to the Society of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Society's register of trustees and

(3) the recommendation or proposal is accompanied by a notice executed by that person indicating his willingness to be appointed or reappointed and executed in support by at least ten members of the Society or such lesser number as may be resolved by the Society in general meeting.

33. No person may be appointed as a trustee:

(1) unless he has attained the age of 18 years; or

(2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38.

34. Notice shall be given contemporaneously to all persons who are entitled to receive notice of a general meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Society of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Society's register of trustees.

35. Subject as aforesaid, the Society may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.

36. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that not more than three such persons shall be appointed and that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

37. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees

38. A trustee shall cease to hold office if he:

- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his office by notice to the Society at the registered office; or
- (4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.
- (5) being the Honorary Treasurer or Honorary Secretary resigns from his office as such.

Trustees' expenses

39. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' appointments

40. Subject to the provisions of the Act and to Clause 4 of the memorandum, the trustees may appoint one or more of their number to any unremunerated executive office under the Society. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee.

41. Except to the extent permitted by clause 4 of the memorandum, no trustee shall take or hold any interest in property belonging to the Society or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Society is a party.

Proceedings of trustees

42. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee 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 shall have a second or casting vote.

43. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or three trustees, whichever is the greater.

44. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

45. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.

46. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the

opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.

47. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee 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 trustee and had been entitled to vote.

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

49. Any bank or other account in which any part of the assets of the Society is deposited shall be operated by the trustees and shall indicate the name of the Society. All cheques and orders for the payment of money from such account shall be signed by at least two trustees being the Honorary Treasurer, the Chairman and the Honorary Secretary.

Minutes

50. The trustees shall keep minutes in books kept for the purpose:

- (1) of all appointments of officers made by the trustees; and
- (2) of all proceedings at meetings of the Society and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

The Seal

51. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

Accounts

52. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

53. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

54. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

55. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

56. 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. A member whose registered address is not within the United Kingdom and who gives to the

company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Society.

57. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

58. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 72 hours after the envelope containing it was posted.

58A³ To the extent permitted by the Companies Act 2006 and subject to any relevant conditions contained in that Act, the Company may supply documents to its members by making them available on a website.

Indemnity

59. Subject to the provisions of the Act every trustee or other officer or auditor or independent examiner (as the case may be) of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in that capacity 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 court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

Rules

60. (1) The trustees may from time to time make such rules or bye laws as they 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 the foregoing, they may by such rules or bye laws regulate:

(i) the admission and classification of members of the Society (including the admission of organisations to membership) 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 any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;

(iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;

(v) generally, all such matters as are commonly the subject matter of company rules.

(2) The Society in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Society all such rules or bye laws, which shall be binding on all members of the Society. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

³ Article added by Special Resolution passed on 23 September 2021