



COMPANIES ACT 1985

Company Limited By Guarantee And Not Having A Share Capital

ARTICLES OF ASSOCIATION

of the

HANSARD SOCIETY LIMITED

Amended July 2006

Amended July 2007

Amended June 2008

Amended July 2017

INTERPRETATION

1. In these Articles:

'the Act' means the Companies Act 1985 including any statutory modification or re-enactment of that Act for the time being in force;

'the Articles' means these Articles of Association of the Society;

'the Charities Act' means the Charities Act 1993 including any statutory modification or re-enactment of that Act for the time being in force;

'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;

'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;

'the Society' means the Hansard Society Limited;

'the trustees' means the directors of the Society (who collectively shall be known as 'the Board of Trustees') and 'trustee' has a corresponding meaning;

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

Throughout this memorandum and articles of association a 'charitable purpose' is a purpose that is regarded as charitable both in the law of England and Wales and in the law of Scotland, and the term 'charitable' is to be interpreted in accordance with both the law of England and Wales and the law of Scotland.

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 not in force when these Articles become binding on the Society.

MEMBERS

2. The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Rules shall be members of the Society. The Rules of Membership of the Society shall be such as shall from time to time be determined by the trustees.
3. No person shall be admitted to membership of the Society unless his or her application for membership is approved by the trustees.
4. Any person who in the opinion of the trustees is in serious breach of the Rules of Membership will have their membership revoked in accordance with the Rules subject to the requirements of natural justice. A member shall be entitled to a right of appeal to the Chair or a committee of the trustees and to be heard in his or her own defence.

GENERAL MEETINGS

5. 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. Not more than 15 months shall elapse between the date of one annual general meeting of the Society and the next provided that, so long as the Society holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. 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.
6. 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 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Society may call a general meeting.

NOTICE OF GENERAL MEETINGS

7. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a trustee shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 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; 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 95 per cent of the total voting rights at the meeting of all the members.
8. 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.
9. The notice shall be given to all the members and to the trustees and auditors.
10. 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

11. No business shall be transacted at any meeting unless a quorum is present. 25 persons or 10% of the membership (rounded down to the nearest whole person) whichever is the lower, at the time of notice of the general meeting being given and entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall be a quorum.
12. 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 to such other time as the trustees may determine.
13. The President or a trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the President nor such trustee be present within 15 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 or she shall be chairman.

14. If no trustee is willing to act as chairman, or if no trustee is present within 15 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.
15. 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 14 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.
16. 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 two 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.
17. 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.
18. 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.
19. A poll shall be taken as the chairman directs and he or she 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.

20. 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 or she may have.
21. 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 other time and place as the chairman directs not being more than 30 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.
22. 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 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.

VOTES OF MEMBERS

23. Every member shall have one vote but no member shall be entitled to vote at any general meeting unless all monies then payable by him or her to the Society have been paid.
24. 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.

TRUSTEES

25. The number of trustees shall be not less than six but, unless otherwise determined by ordinary resolution, shall not be subject to any maximum.
26. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. At the first annual general meeting the first trustees shall retire from office and future trustees shall be appointed as provided subsequently in the Articles.

POWERS OF TRUSTEES

27. Subject to the provisions of the Act, the Memorandum, 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 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 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 power:

- (a) to expend the funds of the Society in such manner as they shall consider most beneficial for the achievement of the Object and to invest in the name of the Society 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 Object; and
- (b) to enter into contracts on behalf of the Society; and
- (c) to delegate from time to time such of their functions, and on such terms as they see fit, to a committee of the trustees, with membership, powers and remit agreed by the trustees.

APPOINTMENT AND RETIREMENT OF TRUSTEES

29. A person shall not be eligible to be appointed or re-appointed as a trustee unless he or she is a member of the Society.

30. The Chairman and the Treasurer shall both be trustees and shall be appointed annually at the annual general meeting and at the end of their year of office shall be eligible for re-appointment.

31. Trustees, other than the Chairman and the Treasurer (or trustees appointed under Articles 35 or 36), shall be appointed at an annual general meeting for a term of three years and at the end of their term of office shall be eligible for re-appointment.

32. If the Society, at the meeting at which a trustee is due to retire, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the trustee is put to the meeting and lost.

33. No person shall be appointed or re-appointed a trustee at any general meeting unless:
- (a) he or she is recommended by the trustees; or
 - (b) in the case of the appointment or re-appointment of a trustee other than the Chairman, not less than 14 nor more than 35 clear days before the date appointed for the meeting, 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 re-appointment stating the particulars which would, if he or she were so appointed or re-appointed, be required to be included in the Society's register of trustees together with notice executed by that person of his or her willingness to be appointed or re-appointed.
34. Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the trustees for appointment or re-appointment 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 or her at the meeting for appointment or re-appointment as a trustee. The notice shall give the particulars of that person which would, if he or she were so appointed or re-appointed, be required to be included in the Society's record of trustees.
35. The trustees may appoint a person who is willing to act to be a trustee to fill a vacancy (other than one arising among the trustees (if any) appointed in accordance with Article 36) and a trustee so appointed shall hold office until the expiration of the term of the trustee he or she has replaced and, if not re-appointed at the annual general meeting at which that trustee would have otherwise retired, shall vacate his or her office at the conclusion thereof.
36. The trustees may appoint not more than ten persons who are willing to act to be co-opted trustees, provided that any such 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 co-opted 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 re-appointed at such annual general meeting, he or she shall vacate his or her office at the conclusion thereof.
37. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be re-appointed. If he or she is not re-appointed, he or she shall

retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.

38. A person who has served as a trustee for consecutive terms of office amounting to six years or more in aggregate shall be not eligible for appointment or re-appointment as a trustee unless a period of three years has elapsed since he or she last served as a trustee except where, in special circumstances, the trustees resolve otherwise in a particular case.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

39. A trustee shall cease to hold office if:

- (a) he or she ceases to be a member of the Society;
- (b) he or she ceases to be a trustee by virtue of any provision of the Act or is disqualified from acting as a trustee by virtue of the Charities Act;
- (c) he or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (d) he or she resigns his or her office by notice to the Society; or
- (e) he or she shall for more than six consecutive months have been absent without permission of the trustees from meetings of trustees held during that period and the trustees resolve that his or her office be vacated.

TRUSTEES' EXPENSES

40. 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 committee of trustees or general meetings or otherwise in connection with the discharge of their duties.

TRUSTEES' APPOINTMENTS

41. Subject to the provisions of the Act and of the Memorandum of Association, the trustees may appoint one or more of their number to any unremunerated office of the Society upon such terms as the trustees may determine. Any appointment of a trustee to such an office shall terminate if he or she ceases to be a trustee.

42. Except to the extent permitted by 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 contract to which the Society is a party.

PROCEEDINGS OF TRUSTEES

43. 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
44. The quorum for the transaction of the business of the trustees may be fixed by the trustees and unless so fixed at any other number shall be five.
45. 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.
46. The Chairman shall preside at every meeting of trustees at which he or she is present. 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.
47. All acts done by a meeting of trustees, or of a committee of trustees, or by a person acting as a trustee 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 sent electronically or otherwise to all trustees and signed or agreed electronically by email or other means by at least two thirds of the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees shall be as valid and effectual 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 and may consist of several documents in the like form each signed or agreed electronically by one or more trustees.

MINUTES

49. The trustees shall cause minutes to be made:

- (a) of all appointments of officers made by the trustees; and
- (b) 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

50. 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 two trustees.

PRESIDENT, VICE-PRESIDENTS AND PATRONS

51. The trustees may appoint any person to be the President and any person or persons to be Vice-Presidents or Patrons of the Society for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointments be trustees or members of the Society.

ACCOUNTS

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

ANNUAL REPORT AND RETURN

53. The Trustees shall comply with their obligations under the Charities Act with regard to the preparation and transmission to the Commissioners of an annual report and an annual return.

NOTICES

54. 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. Charity and Company documents will be available via the Hansard Society Website from the date of notification at www.hansardsociety.org.uk

55. 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 or her registered address or by leaving it at that address or by electronic means to the email address supplied by the member to the Society. A member whose registered address is not within the United Kingdom and who gives to the Society an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address, but

otherwise no such member shall be entitled to receive any notice from the Society.

56. 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.

57. 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 48 hours after the envelope containing it was posted. Proof that a notice was given by electronic means shall be an electronic record that the notice was sent to the email address provided by the member to the Society.

INDEMNITY

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

GOVERNANCE

59. The trustees may, for the proper conduct and management of the Society make rules, regulations or provisions for:

- (a) the admission and classification of members of the Society, the rights and privileges of such members, the conditions of membership and the terms on which members may resign or have their membership terminated;
- (b) the conduct of members of the Society in relation to one another and to the Society's staff;
- (c) the procedure at general meetings and meetings of the trustees in so far as that procedure is not regulated by the Articles;
- (d) such matters as are generally regulated by the rules or regulations of a company.

60. The Society in general meeting shall have reserved to it the power to set the minimum subscriptions to be paid by members.

61. The trustees shall adopt such means as they think fit to bring any such rules, regulations and provisions, which shall be binding on all members of the Society, to the attention of those members.

Signatures, names and addresses of subscribers