

Amisfield Preservation Trust

## ARTICLES OF ASSOCIATION

### 1. MEMBERSHIP

- 1.1 The number of members of the Company is unlimited.
- 1.2 The Company must maintain a register of members.
- 1.3 Membership is open to any individual or organization wishing to promote the Company's objects who or which
  - 1.3.1 applies to the Company in the manner prescribed by the Directors,
  - 1.3.2 is approved by the Directors, and
  - 1.3.3 signs the register of members or consents in writing to become a member (in the case of an organization, through an authorized representative).
- 1.4 The Directors may establish various classes of membership and prescribe their respective privileges and duties and the amounts of any subscriptions.
- 1.5 Membership is terminated if the member concerned
  - 1.5.1 gives the Company written notice of resignation,
  - 1.5.2 dies, or, in the case of an organization, ceases to exist,
  - 1.5.3 is six months in arrears in paying any relevant subscription (but the member may be reinstated on payment of the amount due),
  - 1.5.4 is deprived of membership by resolution of the Directors because in their reasonable opinion the member's continued membership would harm the Company (but only after they notify the member in writing and consider the matter in the light of any written representations that the member submits within 14 clear days after receiving notice).
- 1.6 Membership is not transferable.

### 2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings (in the case of an organization, through an authorized representative). Members must be given at least 21 clear days' written notice of each general meeting, specifying the business to be discussed.
- 2.2 There is a quorum at a general meeting if at least 5 or 20% of the members or their authorised representatives are personally present, whichever is greater.
- 2.3 The Chairman presides at a general meeting, or, if the Chairman is unable or unwilling to do so, some other member or authorized representative elected by members and authorized representatives present.
- 2.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
- 2.5 The chairman of the meeting has a casting and deliberative vote; every other member present in person or through an authorized representative have one vote on each issue.
- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution passed at a general meeting. The written resolution may be set out in more than one copy of the document and will be treated as passed on the date of the last signature.
- 2.7 The Company must hold an annual general meeting each year. Exceptionally, the first annual general meeting may be held not more than 18 months after the Company's incorporation.
- 2.8 At an annual general meeting members
  - 2.8.1 receive the Company's accounts for the previous financial year,
  - 2.8.2 receive the Directors' report on the Company's activities since the previous annual general meeting,
  - 2.8.3 accept the retirement of those Directors who wish to retire or who are retiring by rotation,
  - 2.8.4 elect members or authorized representatives to be Directors to fill the vacancies arising,
  - 2.8.5 appoint auditors for the Company,
  - 2.8.6 may confer on any individual (with his or her consent) the title of Patron or Honorary President of the Company, and
  - 2.8.7 discuss and determine any issue of policy or deal with any other business put before them.
- 2.9 Any general meeting that is not an annual general meeting is an extraordinary general meeting.
- 2.10 An extraordinary general meeting may be called at any time by the Directors; one must be called within 28 days of the Secretary's receiving a written request from at least four members or 10% of the membership, whichever is greater.

### 3. THE DIRECTORS

- 3.1 The Directors control the Company and its property and funds.
- 3.2 The Directors when complete consist of at least three and not more than twelve members or authorized representatives.

- 3.3 The subscribers to the Memorandum are the first Directors.
- 3.4 Each Director must sign a declaration of willingness to act as a Director in order to become eligible to vote at meetings of the Directors.
- 3.5 One third (or the number nearest one third) of the Directors retire at each annual general meeting. Those longest in office retire first. Between those of equal service choice is made by drawing lots. Retiring Directors are eligible for re-election.
- 3.6 A Director's term of office terminates automatically if he or she
  - 3.6.1 ceases to be a member of the Company or to be an authorized representative, or if the organization on whose behalf he or she has been authorized to act ceases to be a member,
  - 3.6.2 becomes incapable, mentally or physically, of managing his or her affairs,
  - 3.6.3 resigns by written notice to each of the other Directors, provided that at least two Directors remain in office,
  - 3.6.4 is removed from office by resolution passed by at least two thirds of the members and authorized representatives present and voting at a general meeting after it has invited the views of the Director concerned and has considered the matter in the light of any such views, or
  - 3.6.5 is disqualified by any act of parliament from acting as a director of a company.
- 3.7 The Directors may at any time co-opt any individual member or authorized representative to fill a vacancy in their number or be an additional Director. Subject to Article 3.6, he or she holds office till the next annual general meeting only.
- 3.8 A technical defect in the appointment of a Director need not invalidate a resolution passed by the Directors before they became aware of the defect.

#### 4. PROCEEDINGS OF THE DIRECTORS

- 4.1 The Directors must hold at least three meetings a year.
- 4.2 A quorum at a meeting of the Directors is four, or two if the Company has four or fewer Directors.
- 4.3 A meeting of the Directors may be held by electronic means agreed by the Directors in which all participants can communicate with all other participants.
- 4.4 The Chairman presides at each meeting of the Directors unless he or she is unable or unwilling to do so, in which case another Director chosen by the Directors present does so.
- 4.5 Every issue may be determined by a simple majority of the votes cast at the meeting, but a written resolution signed by all the Directors is as valid as a resolution passed at a meeting. The written resolution may be set out in more than one copy of the document and will be treated as passed on the date of the last signature.
- 4.6 Except for the chairman of the meeting, who has a casting vote, each Director has one vote on each issue.
- 4.7 A procedural defect does not invalidate a resolution passed by the Directors before they became aware of the defect.

#### 5. POWERS OF THE DIRECTORS

The Directors have the following powers:

- 5.1 to appoint any member (including a Director) to be Secretary in accordance with the Act;
- 5.2 to remove the Secretary from office;
- 5.3 to appoint a Chairman and a Treasurer from among their number, and other honorary officers, and to remove any of these from office;
- 5.4 to delegate any of their functions to committees consisting of two or more individuals appointed by them, at least one of whom must be a Director;
- 5.5 to make Standing Orders consistent with the Memorandum, these Articles and the Act, to govern proceedings at general meetings;
- 5.6 to make rules consistent with the Memorandum, these Articles and the Act, to govern proceedings at their meetings and at meetings of the committees;
- 5.7 to make regulations consistent with the Memorandum, these Articles and the Act, to govern the administration of the Company;
- 5.8 to establish procedures to help to settle disputes within the Company; and
- 5.9 to exercise any powers of the Company that are not reserved to a general meeting.

#### 6. RECORDS AND ACCOUNTS

- 6.1 The Directors must comply with the requirements of the Act about keeping financial records, auditing accounts, and preparing and sending to Companies House annual reports, annual returns and annual accounts.
- 6.2 All committees must report their proceedings promptly to the Directors.

- 6.3 The Directors must keep proper records of
- 6.3.1 all proceedings at general meetings,
  - 6.3.2 all proceedings at meetings of the Directors,
  - 6.3.3 all reports of committees, and
  - 6.3.4 all professional advice obtained.
- 6.4 The Company must make its accounting records available for inspection by any Director at any reasonable time.
- 6.5 A copy of the Company's latest available annual accounts must be supplied on request to any member, or to any other person who makes a written request and pays the Company's reasonable costs, within one month.

## 7. NOTICES

- 7.1 Notices under these Articles must be sent by hand, by post, or by suitable electronic means.
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.
- 7.3 Any notice under these Articles is treated for all purposes as having been received
- 7.3.1 24 hours after being sent by electronic means or by hand to the relevant address,
  - 7.3.2 two clear days after being sent by first-class post to the relevant address,
  - 7.3.3 five clear days after being sent by second-class post, or by overseas post, to the relevant address,
  - 7.3.4 on being handed to the member (or, in the case of an organization, to its authorized representative) personally, or
  - 7.3.5 as soon as the member acknowledges receipt if this is before the applicable time limit.
- 7.4 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.

## 8. DISSOLUTION

The provisions of Clause 8 of the Memorandum take effect as if repeated here.

## 9. INTERPRETATION

In the Memorandum and in these Articles

- 9.1 *"the Act"* means the Companies Act 1985;
- "the Articles"* and *"these Articles"* mean these articles of association;
- "authorized representative"* means an individual who is authorized by a member organization to act on its behalf at meetings of the Company and whose name has been given to the Secretary;
- "Chairman"* means chairman of the Directors;
- "clear day"* means 24 hours from midnight following the relevant event;
- "the Company"* means the company governed by these Articles;
- "Director"* means director of the Company;
- "land and buildings of particular beauty or historical, architectural or constructional interest"* and in Clause 4
- "land or buildings"* include any object that (a) is in or on the land or building in question (or in the grounds of the building) and (b) either is of historical or artistic interest in itself or illustrates the history of the land or building;
- "member"* means member of the Company;
- "membership"* means membership of the Company;
- "Memorandum"* means the Company's memorandum of association;
- "month"* means time between days that have the same ordinal number in successive calendar months;
- "Secretary"* means secretary of the Company;
- "taxable trading"* means carrying on a trade or business continually for the principal purpose of raising funds and not for the purpose of actually carrying out the Company's objects ;
- "written"* or *"in writing"* refers to a legible document on paper, including a fax message;
- "year"* means time from 1st January to the next 31st December, except in "financial year", which is defined in the Act;
- 9.2 expressions defined in the Act have the same meaning as in the Act; and
- 9.3 references to an act of parliament are references to that act as amended or re-enacted from time to time and to any subordinate legislation made under it.