

THE COMPANIES ACT 2006

*PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL*

ARTICLES of ASSOCIATION

of the

SOUTH DOWNS SOCIETY

(Company Number 319437)
(Registered Charity Number 230329)

(Adopted by Special Resolution passed on 6th May 2017)

SECTION A

OBJECTS AND POWERS OF SOUTH DOWNS SOCIETY

1. The name of the Company (hereinafter called “the Society”) is the “SOUTH DOWNS SOCIETY”
2. The registered office of the Society will be situate in England.
3. The object for which the Society is established is the conservation and enhancement for the public benefit of the beauty and amenities of the South Downs in and within the vicinity of the South Downs National Park (an area hereinafter referred to as “the South Downs”).
4. In furtherance of such object, the powers of the Society are:
 - (a) To bring together all persons who are interested in the South Downs.
 - (b) To protect public rights of way, and to seek to enhance the public rights of way network and to improve the accessibility of downland areas to members of the public.
 - (c) To conserve and enhance the natural beauty of the landscape and to encourage increases in the quantity and diversity of flora and fauna.
 - (d) To promote the preservation and conservation of the man-made heritage of the South Downs, including buildings, ancient monuments and other antiquities.
 - (e) To provide opportunities for quiet recreation (such as walks programmes) that will provide a better appreciation of the beauty and amenities of the South Downs and of issues relating to their conservation and enhancement, and to organise events relating to membership retention and

recruitment that are broadly self-supporting (such as lectures, social events and outings to places of interest).

- (f) To meet for the discussion of matters relating to the South Downs and to arrange for the giving of lectures and the publication of papers and articles on such matters.
- (g) To collect and preserve the literature, legends, folk-lore, folk-customs, history and culture relating to the South Downs.
- (h) To acquire by conveyance, transfer, purchase, lease, devise, gift or otherwise and to hold any land or buildings situate within the South Downs and any rights easements or interests therein or thereover.
- (i) To acquire and hold any property (whether real or personal) which may appear in any way calculated to promote the object of the Society.
- (j) To administer, manage and conduct any property held by the Society for any interest and to exercise all rights of ownership or any rights or powers relating to the management, administration or otherwise of any such property.
- (k) To take all such steps as may be deemed necessary or expedient for the purpose of procuring contributions to the funds of the Society by way of donations, subscriptions or otherwise.
- (l) To borrow or raise or secure the payment or repayment of money at interest or otherwise by the issue of mortgages, charges, bonds, debentures, promissory notes or other securities or obligations of the Society, either secured or not secured upon all or any of the property of the Society and to repay any money so raised, borrowed or secured.
- (m) To sell, lease, exchange, improve, develop, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society (subject however to any trusts declared in any conveyance, assignment or transfer to the Society); provided always that no sale exchange or absolute disposition of any real property in the sole beneficial ownership of the Society shall be valid without the consent of a general meeting of the Society.
- (n) To invest and deal with any money of the Society not immediately required for any of the objects of the Society in such manner as the Society may deem expedient.
- (o) To co-operate with any statutory or other Authority, Association, Organisation, person or body of persons with reference to any of the objects aforesaid.
- (p) To obtain any Act of Parliament or Order for the furtherance of any of the objects of the Society.
- (q) To do all or any of the above things as principal, agent, contractor, trustee or otherwise.
- (r) To make financial grants or loans to other organizations subject to conditions that such funds must be used in furtherance of the objects of the Society.
- (s) To do all such other lawful things as are incidental or conducive to the attainment or promotion of all or any of the above objects.

Provided that the Society shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Society would make it a Trade Union.

Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or its successors and assignees the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council shall be chargeable for such property as may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as it would, as such Council, have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners or its successors or assignees over such Council, but it shall, as regards any such property, be subject jointly and separately to such control or authority as if the Society were not incorporated. In case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with the same in such manner as allowed by law having regard to such trusts.

5. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of its objects as set forth in these Articles of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society. Provided that nothing herein shall prevent the payment in good faith by the Council:—

- (a) of reasonable and proper remuneration to any member, officer or servant of the Society (not being a member of the Council without the prior written consent of the Charity Commission) for any services rendered to the Society,
- (b) of interest on money lent by any member of the Society or the Council at a rate not exceeding the current minimum deposit interest rate of the Society's bankers,
- (c) of reasonable and proper rent for premises demised or let by any member of the Society,
- (d) of fees, remuneration or other reasonable benefit in money or money's worth to a Company of which a member of the Council may be a member holding not more than 1/100 part of the capital of the Company,
- (e) to any member of the Society of out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before he ceases to be a member, and of the costs and charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding fifty pence.

8. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of clause 5 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

SECTION B

ARTICLES OF SOUTH DOWNS SOCIETY

Interpretation

1. In these Articles:-

“the Act” means the Companies Act - 2006;

“the Society” means the South Downs Society (Co no 319437);

“the Council” means the Council of Management of the Society;

“the Seal” means the common seal of the company;

“persons” means natural persons, firms, partnerships, companies, corporations, associations, organisations, governments, estates, foundations and trusts (in each case whether or not having separate legal personality);

“members” means all persons (as defined above) who are individual or affiliated members of the Society;

“poll” means a vote on any resolution by a show of hands of the members present (whether in person or by proxy) at a General Meeting that is counted and minuted;

“ballot” means a written vote of all members (whether by members present in person or by proxy at a General Meeting or otherwise) that is counted and minuted as is a poll.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to facsimiles and in the case of communications from the Society shall include electronic communications. Words importing the masculine gender only shall include the feminine gender.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Society.

Members

2. The number of members of the Society is unlimited.

3. The Council may at its absolute discretion admit or decline to admit to membership any person, and in the case of firms, partnerships, companies, corporations, associations, organizations, governments, estates, foundations and trusts (in each case whether or not having separate legal personality), if admitted their status would be as an affiliate member.

4. Every applicant for membership shall submit an application in writing in such form as the Council may require agreeing to be bound by the Articles of Association of the Society. The form must be signed by the person applying for membership by an authorized signatory of an organisation applying for affiliate membership.

5. Affiliate members shall appoint in writing one person to be their normal representative and if they wish another person as their alternative.

6. The Council shall have the power to terminate the membership of any member whose subscription is in arrears, subject to any procedures laid down by the Council.

7. The Council shall also have the power to terminate the membership of any member whose continued membership of the Society is, in the Council's view, unacceptable subject to their being given reasonable opportunity to attend the meeting of the Council at which the termination is to be considered and speak on their behalf. The motion to terminate membership must secure a majority of at least two-thirds of the Council members present and voting at the meeting.

8. A register containing the names and addresses of all members shall be kept by the Society for a minimum of 10 years

Subscriptions

9. The annual subscription for members shall be determined from time to time by the Society in General Meeting.

10. A member who has paid the annual subscription shall be entitled to all the privileges of membership including the dispatch to them of a copy of the Society's customary publications.

11. Provision may be made for other forms of membership, with or without subscription and with such privileges as may be determined from time to time by the Council.

General Meetings

12. The Society shall in each year hold a general meeting as its Annual General Meeting, 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 eighteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next.

13. All general meetings other than Annual General Meetings shall be called General Meetings.

14. The Council may, whenever it thinks fit, convene and specify the object or objects of a General Meeting. General Meetings shall also be convened upon a requisition in writing signed by not less than fifty members. Such a requisition shall specify the object or objects of the meeting proposed to be called and shall be left at the registered office of the Society.

15. Upon receipt of a requisition under Article 14 the Council shall forthwith proceed to convene a General Meeting and upon its failure to do so within twenty-one days after such receipt, those who made the requisition, or a majority of them, may themselves convene a meeting.

Notice of General Meetings

16. All general meetings shall be called by at least fifty-six days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting.

17. Notice in writing of the business to be transacted at a General Meeting shall be given to members at least fourteen days before the date of the meeting. The notice of an Annual General Meeting shall include any resolutions proposed by Council and any matter of which written notice signed by not less than twenty members has been given at the Society's registered office not less than forty two days before the date of the meeting.

18. 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

19. All resolutions to be put to a General Meeting, shall be proposed as Special Resolutions save consideration of the accounts, balance sheets, the reports of the Council and the auditors or examiners, the election of Council members and the appointment of the auditors at an Annual General Meeting.

20. No business shall be transacted at any General Meeting unless a quorum of not less than twenty members is present at the time when the meeting proceeds to business.

21. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

22. The President of the Society shall preside as Chairman at every General Meeting of the Society. Failing him the Chairman of the Council shall preside. Failing him the members present shall choose someone of their number to be Chairman.

23. The Chairman may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

24. At any General Meeting a resolution put to the vote of the meeting shall be decided by a poll, unless before or on the declaration of the result of the show of hands, a ballot of all the members present (whether in person or by proxy) is duly demanded. Subject to the provisions of the Act, a ballot may be demanded (a) by the Chairman of the General Meeting or (b) by two or more members (whether in person or by proxy) having the right to vote at the meeting. Unless a ballot is duly demanded, a declaration by the Chairman of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the result of the vote.

25. The notice of the business to be transacted at a General Meeting may include a resolution proposing that a particular matter shall be submitted to a ballot of the whole membership. Such a resolution may also be proposed by at least twenty members present (whether in person or by proxy) at a General Meeting. If such a resolution is carried, the arrangements for the ballot and the reporting of the result shall be made by the Council.

26. If a ballot is ordered or demanded in accordance with Article 24 it shall be taken in such manner as the Chairman directs and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was ordered or demanded.

27. In the case of an equality of votes on a poll or ballot at a General Meeting the Chairman of the meeting shall be entitled to a second or casting vote. In the case of an equality of votes following

a ballot of the whole membership then the Chairman of the Council shall be entitled to a second or casting vote.

Votes of Members

28. Every member age 18 or over and each affiliate member shall have one vote only. Any notice of a General Meeting shall contain a statement of members' rights to appoint a proxy in accordance with section 324 of the Act.

29. No member shall be entitled to vote (whether in person or by proxy) at any General Meeting or in any ballot of the membership unless his subscription has been paid for the twelve months which include the day of the meeting or the closing date for submission of votes on any ballot of the membership (as applicable).

Powers and Duties of the Council

30. (a) The management of the Society shall be vested in the Council which shall consist of the, Honorary Treasurer, and not more than twelve elected members. In addition Council shall have the power to co-opt not more than four additional members and to fill any vacancies in its membership which may arise from time to time. Members who are co-opted shall assume the voting and other responsibilities of Council members and may serve as Council members until the next Annual General Meeting when they may seek election and if not elected shall stand down for at least one year. Six members shall constitute a quorum. In case of an equality of votes at a Council meeting the Chairman shall have a second or casting vote.

(b) Members of the Council are the Society's trustees.

31. The Council may appoint Honorary Officers to undertake particular duties.

32. The Chairman and Vice Chairman shall be elected by the Council at its first meeting following an Annual General Meeting.

33. The Council may exercise all such powers of the Society as are not, by the Act or by these Articles, required to be exercised by the Society in General Meeting. Subject nevertheless to the provisions of the Act and these Articles the Council shall have the power to make, amend and rescind such standing orders as it may consider necessary for the detailed management and well-being of the Society. Members may inspect the standing orders of the Society subject to any reasonable restrictions as to the time and manner that may be determined by Council.

34. The Council may appoint all such officers and employees as it shall deem necessary and shall (subject to the objects and powers of the Society set out in Section A), regulate their duties and fix their salaries as it shall deem necessary and shall (subject to the objects and powers of the Society set out in Section A), regulate their duties and fix their salaries.

35. The Council shall cause minutes to be made of all resolutions and proceedings at all General Meetings of the Society and of the Council and of committees of the Council.

Election of Officers, Council and Vice-Presidents

36. (a) The President shall be elected at an Annual General Meeting and shall hold office for such term of years as may be mutually agreed from time to time between him and the Council.

(b) Vice-Presidents may be elected from time to time at Annual General Meetings for such period as is stated in the Resolution to appoint them.

(c) The Honorary Treasurer shall be elected annually at the Annual General Meeting, together with the elected members of the Council referred to in Article 30.

(d) The members of Council elected under Article 30 will be elected for 3 year terms.

(e) All elections will be by a poll unless a ballot is required under the terms of Article 38.

37. All nominations for election shall be in writing and delivered to the Society's registered office not less than forty-two days prior to the date of the Annual General Meeting. Each nomination must be accompanied by the written consent of the nominee.

38. The names of the persons nominated for election shall be submitted to the members present at the Annual General Meeting.

(a) If there is more than one nomination for the position of President or Honorary Treasurer an election by ballot of the members present (in person or by proxy) shall be held.

(b) The persons nominated for membership of Council will be elected by a ballot of the members present if there is a contested election (in person or by proxy).

39. All members of the Council shall be members of the Society entitled to vote in accordance with Articles 28 and 29.

Committees

40. The Council may appoint such committees as from time to time it considers are required for the proper functioning of the Society. All committees shall remain subject to the control of the Council.

41. The membership of all committees shall be approved by the Council, which may at its sole discretion review such membership periodically.

42. The Chairman of the Council shall be a member of all committees ex officio.

Accounts

43. The Council shall cause proper financial accounts to be kept with respect to:-

(a) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place,

(b) the assets and liabilities of the Society.

44. Members may inspect the books and accounts of the Society subject to any reasonable restrictions as to the time and manner that may be agreed from time to time by the Society in General Meeting.

45. All cheques and direct interbank transfers drawn on banking accounts held by the Society shall be authorized by such officers as the Council may from time to time direct.

46. Council shall arrange any audit or independent examination of the accounts that is required by statute. In the event that the Society is exempt, Council will arrange a voluntary audit or examination of the Society's accounts. The appointment of the auditor or independent examiner shall be approved by the Society in General Meeting.

Notices

47. A notice may be given by the Society to any member either personally or by sending it by post to him or to his registered address or by means of electronic communication if the member has provided an e-mail address.

48. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post, and in the case of electronic communications at the expiration of twenty four hours from the sending of the communication unless non-delivery notification is received.

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