



2011 Governing Document

Memorandum & Articles of Association

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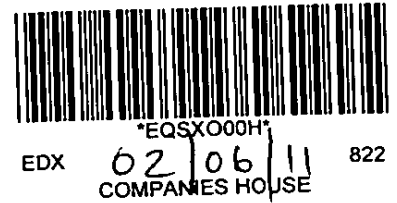
18 April 2011

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of

The EASTBOURNE SOCIETY



1 The company's name is The Eastbourne Society (and in this document it is called the Charity)

2 The Charity's registered office is to be situated in England.

3 Interpretation In these articles:

'the Act' means the Companies Act 2006;

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity,

'the Charity' means the company intended to be regulated by these articles,

'clear days' in relation to the period of a notice means a 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 Commission' means the Charity Commissioners for England and Wales;

'the memorandum' means the memorandum of association of the Charity'

'officers' are Trustees of the Charity and shall include a chairman, secretary and treasurer,

'poll' means a vote by a show of hands by members of the Charity at a general meeting that is precisely counted,

'the seal' means the common seal of the Charity if it has one,

'secretary' means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary,

'the Trustees' means the directors of the Charity The directors are Charity Trustees as defined by Section 97 of the Charities Act 1993;

'the United Kingdom' means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

4 The Charity's objects (the Objects) are to:

(a) promote and encourage in the Borough of Eastbourne and adjoining areas (hereafter called Eastbourne) high standards of architecture, town planning, public interest in and care for the beauty, history and environment of Eastbourne and the preservation, conservation, or enhancement of features, or areas, including buildings, open spaces, and man made features of historic or public amenity interest;

(b) locate, or secure, or endeavour to secure, the preservation of objects, records and antiquities by providing access to them by the public and where appropriate by providing for their exhibition in museums or other suitable places,

(c) pursue these ends by means of meetings, exhibitions, lectures, publications or other forms of instruction and publicity and the promotion of schemes of a charitable nature

5 (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose).

(a) to raise funds In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any 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,

(c) exercising this power, the Charity 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 Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;

(e) to co-operate with other Charities, 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 to 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,

(j) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that clause,

(k) to:

(i) deposit or invest funds;

(ii) employ a professional fund-manager; and

(iii) arrange for the investments or other property of the Charity 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,

(l) to provide indemnity insurance for the Trustees or any other officer of the Charity in relation to any such liability as is mentioned in paragraph (2) of this clause, but subject to the restrictions specified in paragraph (3) of the clause,

(m) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a Charity;

(n) to bring together persons, or organisations, who are interested in supporting the Objects of the Charity,

(o) to organise such events as may help the Charity to achieve its Objects;

(p) to publish newsletters, journals, leaflets and other material (including by electronic means) that may help the Charity to achieve its Objects,

(q) to provide assistance to historians and others relating to research on aspects of Eastbourne, covered by the Objects;

(r) to secure, or endeavour to secure, the preservation of objects, records and antiquities likely to be of interest, whether such objects, records and antiquities are in public or private possession, and particularly by encouraging their possessors or custodians of the need or expediency of preserving them and taking reasonable steps to safeguard them from risk including risk from fire, flood, injury and/or theft and to allow reasonable public access to them

(s) to do all such other lawful things as are necessary, or desirable, for the achievement of the Objects;

(2) The liabilities referred to in sub-paragraph (1) (l) are:

(a) any liability that by virtue of any rule of law would otherwise attach to a director of a company, or trustee of a charity, 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 Charity,

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

(3) (a) The following liabilities are excluded from sub-paragraph (2) (a)

(i) fines,

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

(iii) liabilities to the Charity that result from conduct that a Trustee or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.

(b) there is excluded from sub-paragraph 2(b) any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect the Charity would avoid going into insolvent liquidation

Application of Income and Property

6 (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects

(2) (a) a Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her acting on behalf of the Charity.

(b) a Trustee may benefit from Trustee indemnity insurance cover purchased at the Charity's expense in accordance with paragraph 5(1).

(c) a Trustee may receive an indemnity from the Charity in the circumstances specified in Article 54.

(3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Trustee receiving:

(a) a benefit from the Charity in the capacity of a beneficiary of the Charity,

(b) reasonable and proper remuneration for any goods or services supplied to the Charity

(c) interest on money lent by any member of the Charity at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank selected by the Trustees.

(d) reasonable and proper rent for premises demised or let by any member

(e) any premium in respect of any indemnity insurance relating to liabilities of the Trustees (or any of them) as and to the extent permitted by paragraph 5(1)

Trustees Benefits

(4) (A) No Trustee or connected person may:

(a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public,

(b) sell goods, services or any interest in land to the Charity,

(c) be employed by, or receive any remuneration from, the Charity,

(d) receive any other financial benefit from the Charity,

unless the payment or transaction is permitted by sub-paragraph 6(4)(B)(a); or the Trustees obtain prior written approval from the Charity Commission and fully comply with any procedure it prescribes

(4) (B) (a)

(i) a Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity

- (ii) a trustee or connected person may be employed by the Charity or may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where the conditions set out in sub-paragraph 6(4)(B)(b) are satisfied
- (iii) subject to sub-paragraph 6(4)(C) a Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person
- (iv) a Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Trustees.
- (v) a Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Trustee concerned shall withdraw from the meeting at which such a proposal or the rent or other terms of the lease are under discussion
- (vi) the Trustees may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions in sub-paragraph 5(l)
- (vii) a Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public

(4) (B) (b) the Charity and its Trustees may rely upon the authority provided by sub-paragraphs 6(4)(B)(a)(ii) and (iv), if each of the following conditions is satisfied to the extent they are applicable

- (i) the remuneration or other sums paid to the Trustee in question do not exceed an amount that is reasonable in all the circumstances, and
- (ii) the Trustee in question is absent from the part of the meeting at which there is discussion of
 - his or her employment or remuneration, or any matter concerning the contract; or
 - his or her performance in the employment, or his or her performance of the contract, or
 - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-paragraph 6(4)(B)(a); or
 - any other matter relating to a payment or the conferring of any benefit permitted by sub-paragraph 6(4)(B)(a)
- (iii) the Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting
- (iv) the other Trustees are satisfied that it is in the interests of the Charity to employ or to contract with the Trustee rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of employing a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
- (v) the reason for their decision is recorded by the Trustees in the minute book.
- (vi) a majority of the Trustees then in office have received no such payments.
- (vii) a Trustee may not receive remuneration for acting as a Trustee.

(4) (B) (c) the employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is

- (i) a partner;
- (ii) an employee,
- (iii) a consultant
- (iv) a director; or

(v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued shared capital.

Payment for the Supply of Goods only – Controls

(4) (C) The Charity and its Trustees may only rely upon the authority provided by sub-paragraph 6(4)(B)(a)(iii) if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between
 - (i) the Charity or its Trustees (as the case may be), and
 - (ii) the Trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Charity
- (b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of goods in question
- (c) the other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
- (d) the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract with him or her or it with regard to the supply of goods to the Charity.
- (e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting
- (f) the reason for their decision is recorded by the Trustees in the minute book.
- (g) a majority of the Trustees then in office are not in receipt of remuneration or payment authorised by sub-paragraph 6(4)(A)

(5) In sub-paragraphs (2)-(4) of this Article 6:

- (a) 'Charity' shall include any company in which the Charity:
 - 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) in these Articles 'connected person' means
 - (i) a child, parent, grandchild, grandparent, brother or sister of the Trustee,
 - (ii) the spouse or civil partner of the Trustee or of any person falling within paragraph (i) above;
 - (iii) a person carrying on business in partnership with the Trustee or with any person falling within sub-paragraph (i) or (ii) above;
 - (iv) an institution which is controlled –
 - (I) by the Trustee or any connected person falling within sub-paragraphs (i), (ii) or (iii) above, or
 - (II) by two or more persons falling within sub-paragraph (I), when taken together
 - (v) a body corporate in which –
 - (I) the Trustee or any connected person falling within sub-paragraphs (i) to (iii) has substantial interest; or
 - (II) two or more persons falling within sub-paragraph (I) who, when taken together, have a substantial interest.
- (c) paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purpose of interpreting the terms used in this sub-clause

Members

7 The liability of the members is limited

8 Every member promises, if the Charity 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 £1) as may

be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustments of the rights of the contributories among themselves

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

- (a) directly for the Objects; or
- (b) by transfer to any Charity or Charities for purposes similar to the Objects, or
- (c) to any Charity for use for particular purposes that fall within the Objects;

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

- (a) directly for the Objects, or
- (b) by transfer to any Charity or Charities for purposes similar to the Objects, or
- (c) to any Charity or Charities for use for particular purposes that fall within the Objects.

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

10 (1) The subscribers to the Articles are the first members of the Charity.

(2) Membership is open to other individuals or organisations who:
(a) apply to the Charity in the form required by the Trustees, and
(b) are approved by the Trustees

(3)(a) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

(b) the Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision

(c) the Trustees must consider any written representations the applicant may make about the decision. The Trustees decision following any written representations must be notified to the applicant in writing but shall be final.

(4) Membership is not transferable to anyone else

(5) The Trustees must keep a register of names and addresses of the members.

Classes of Membership

11 (1) The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

(2) The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership

(3) The rights attached to a class of membership may only be varied if:

- (a) a majority of the members of that class consent in writing to the variation, or
- (b) a resolution is passed by a majority of members of that class attending and voting on the variation at an extraordinary general meeting

(4) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

Termination of Membership.

12 Membership is terminated if:

- (1) The member dies or, if it is an organisation, ceases to exist,
- (2) The member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (3) Any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (4) The member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one day's notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed,
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

General meetings

13 (1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings
- (3) Matters to be considered at an annual general meeting shall be:
 - (a) approval of minutes of the previous annual general meeting,
 - (b) consideration and if thought fit, approval of a report by the Trustees for the previous year,
 - (c) consideration and if thought fit, approval of accounts including a balance sheet, for the previous year,
 - (d) election of Trustees and officers;
 - (e) election of an independent examiner of accounts or auditor (as appropriate)
- (4) All general meetings other than annual general meetings shall be extraordinary general meetings.

14 An extraordinary general meeting.

(1) May be called by the Trustees at any time.

(2) Shall be called upon a requisition in writing signed by not less than fifteen members and specifying the object or objects of the proposed meeting and left at the Charity's registered office and upon such requisition being received the Trustees shall forthwith proceed to convene an extraordinary general meeting but if they fail to do so within twenty-one days after such receipt the requisitionists, or a majority of them, may themselves convene a meeting.

Notice of general meetings

15 (1) Twenty-one clear days notice shall be required to hold a general meeting of the Charity.

(2) The notice must specify the date time and place of the meeting and the nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(3) The notice must be given to all members and to the auditor or independent examiner of accounts

16 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity

Proceedings at general meetings

17 (1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is twenty members entitled to vote upon the business to be conducted at the meeting

(3) The authorised representative of a member organisation shall be counted in the quorum.

18 (1) If

(a) a quorum is not present within half an hour from the time appointed for the meeting; or
(b) during a meeting a quorum ceases to be present,
the meeting shall be adjourned to such time and place as the Trustees shall determine

(2) The Trustees must reconvene the meeting and must give at least seven days notice of the reconvened meeting stating the date, time and place of the meeting

(3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

19 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting

(3) If there is only one Trustee present and willing to act, he or she shall chair the meeting

(4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

20 (1) Any vote at a general meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded

(a) by the person chairing the meeting; 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 members having the right to vote at the meeting.

(2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

(b) the result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

(3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting

(b) if the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands before the demand was made

(4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

(b) the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

(5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately

(b) a poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

(c) the poll must be taken within thirty days after it has been demanded

(d) if the poll is not taken immediately at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.

(e) if a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

21 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any vote he or she may have.

Votes of members.

22 (1) Subject to Articles 11 and 21 and the next paragraph, every member, whether an individual or an organisation shall have one vote.

(2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.

23 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

24 (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

(2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity

(3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation

Trustees

25 (1) A Trustee must be a natural person aged 18 years or older.

(2) No person may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 36.

26 The number of Trustees shall not be less than three but (unless otherwise determined by ordinary resolution) not more than twelve

27 The first Trustees shall be those persons notified to Companies House as the first Trustees of the Charity

28 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees

Functions of Trustees.

29 (1) The subscribers to the Articles are the first members of the Charity, will act as the first Trustees and will appoint from amongst themselves a chairman, secretary and treasurer, who will be the first officers of the Charity, to act until the first Annual General Meeting

(2) The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act or the Articles.

(3) No alteration of these Articles or any resolution shall have retrospective effect to invalidate any prior act of the Trustees

(4) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees

The Appointment of Trustees.

30 The Charity may by ordinary resolution.

- appoint a person who is willing to act to be a Trustee, and
- determine the rotation in which any additional Trustees are to retire

31 No person other than a Trustee retiring by rotation may be appointed a Trustee at any general meeting unless:

(1) He or she is recommended for re-election by the Trustees, or

(2) Not less than four clear days before the date of the meeting, the Charity is given a notice that:

- (a) is signed by a member entitled to vote at the meeting,
- (b) states the member's intention to propose the appointment of a person as a Trustee;
- (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
- (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

32 (1) The Trustees may appoint a person who is willing to act to be a Trustee.

(2) A Trustee appointed by a resolution of the other Trustees must retire at the next annual general meeting and must not be taken into account in determining the Trustees who are to retire by rotation.

33 The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees

Retirement of Trustees.

34 (1) At the first annual general meeting all the Trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient Trustees to hold a quorate meeting of the Trustees. At each subsequent annual general meeting one-third of the Trustees or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Trustee he or she must retire.

(2) Any Trustee who retires may seek re-election

35 (1) The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(2) If a Trustee is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

Disqualification and Removal of Trustees.

36 A Trustee shall cease to hold office if he or she

(1) Ceases to be a Trustee by virtue of any provision in the Act or is prohibited by law from being a Trustee,

(2) 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),

(3) Ceases to be a member of the Charity;

(4) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(5) Resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect), or

(6) Is absent without the permission of the Trustees from all their meetings within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

Trustees remuneration.

37 The Trustees must not be paid any remuneration unless it is authorised by Article 6

Proceedings of Trustees.

38 (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.

(2) Any Trustee may call a meeting of the Trustees

(3) The Secretary must call a meeting of the Trustees if requested to do so by a Trustee

(4) Questions arising at a meeting shall be decided by a majority of votes.

(5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

39 (1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made

(2) The quorum shall be two or the number nearest to one third of total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees

(3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote

40 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustees may act only for the purpose of filling vacancies or of calling a general meeting.

41 (1) The Trustee elected as chairman of the charity shall chair meetings of the Trustees

(2) If no one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting

(3) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by these articles or delegated to him or her by the Trustees

42 (1) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held

(2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees

Delegation.

43 (1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book

(2) The Trustees may impose conditions when delegating, including the conditions that

- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees

(3) The Trustees may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees

44 A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)

45 (1) Subject to paragraph 45(2), all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office,
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without

- the vote of that Trustee, and
 - that Trustee being counted in the quorum,
- the decision has been made by a majority of the Trustees at a quorate meeting

(2) Paragraph 45(1) does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for paragraph 45(1), the resolution would have been void, or if the Trustee has not complied with article 44.

Seal.

46 If the Charity has a seal it must 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

Minutes.

47 The Trustees must keep minutes of all

- (1) Proceedings at meetings of the Charity,
- (2) Meetings of the Trustees and committees of Trustees including
 - the names of the Trustees present at the meeting,
 - the decisions made at the meetings, and
 - where appropriate the reasons for the decisions

Accounts.

48 (1) The Trustees must prepare for each financial year accounts as required by the Companies Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued by or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

(2) The Trustees must keep accounting records as required by the Companies Act.

Annual Report and Return and Register of Charities.

49 (1) The Trustees must comply with the requirements of the Charities Act 1993 with regard to:
(a) the transmission of the statements of accounts to the Charity;
(b) the preparation of an annual report and its transmission to the Commission;
(c) the preparation of an annual return and its transmission to the Commission

(2) The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

50 Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing, or
- (2) must be given using electronic communications

51 (1) The Charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address,
or
- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communications to the member's address.

(2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

52 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes of the meeting and of the purposes for which it was called.

53 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

(2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given

(3) A notice shall be deemed to be given.

(a) 48 hours after the envelope containing it was posted, or

(b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity.

54 (1) The Charity may indemnify any Trustee of the Charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 and 234 of the Companies Act 2006

(4) The Charity may indemnify an auditor or independent examiner against any liability incurred by him or her or it

(i) in defending proceedings (whether civil or criminal) in which judgement is given in his or her or its favour or he or she or it is acquitted, or

(ii) in connection with an application under section 1157 of the companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

Rules.

55 (1) The Trustees may from time to time make such reasonable and proper rules or bye laws as they deem necessary or expedient for the proper conduct and management of the Charity

(2) The bye laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,

(b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

(c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

(d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Act or by the articles,

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

(3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws

(4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity

(5) The rules or bye laws, shall be binding on all members of the Charity No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

Minutes of an Extraordinary General Meeting of the members of The Eastbourne Society
(Company N° 7335791), held on 18 April 2011, at The Heritage Centre, Eastbourne

Those present (being also the subscribers of the company)

O.C K Boydell
J Mace
P.R Austin

It was unanimously resolved that

1. Article 4 (c) of the Company's Articles of Association be deleted and replaced by
'4 (c) pursue these ends by means of meetings, exhibitions, lectures, publications or other
forms of instruction and publicity and the promotion of schemes of a charitable nature'
2. Hugh Riddick be authorised to register the above alteration at Companies House and thereafter
with the Charity Commission

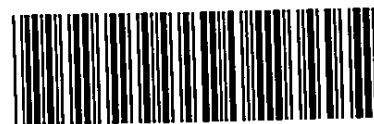
Signed by the above named members of the Company, as a true record.

Owen Christopher Kierby Boydell .. *O.C.K.B.*

John Mace .. *J.M.*

Peter Robert Austin .. *P.R.A.*

WEDNESDAY



A07 *AA8BZUMI* 199
01/06/2011
COMPANIES HOUSE