

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

Memorandum

AND

Articles of Association

OF

Spalding Gentlemen's Society

INCORPORATED THE 13th DAY OF JANUARY 1955

Solicitors:
MAPLES & SON,
SPALDING

JORDAN & SONS. LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
CHANCERY LANE, LONDON, W.C. 2, AND 15 BROAD STREET PLACE, E.C.2

No. 543,260.



(COPY)

Certificate of Incorporation.

I hereby Certify that SPALDING GENTLEMEN'S SOCIETY (the word "Limited" being omitted by Licence of the Board of Trade is this day Incorporated under The Companies Act, 1948, and that the Company is **Limited**.

Given under my hand at London this Thirteenth day of January, One Thousand Nine Hundred and Fifty-five.

W. B. LANGFORD,
Registrar of Companies.

Licence by the Board of Trade

Pursuant to Section 19 (1) of The Companies Act, 1948

Whereas it has been proved to the satisfaction of the Board of Trade that “SPALDING GENTLEMEN’S SOCIETY,” an Association about to be formed as a limited company under The Companies Act, 1948, is to be formed for the purpose of promoting objects of the nature contemplated by Section 19 of that Act, and that it is the intention of the said Association that the income and property of the said Association whencesoever derived shall be applied solely towards the promotion of the objects of the said Association as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of Dividend or Bonus or otherwise howsoever, by way of profit to the Members of the said Association.

Now therefore, the Board of Trade in pursuance of the powers in them vested, and in consideration of the provisions and conditions contained in the Memorandum of Association of the said Association as subscribed by seven Members thereof on the Seventeenth day of December, 1954, do by this their Licence direct “SPALDING GENTLEMEN’S SOCIETY” to be registered with limited liability, without the addition of the word “Limited” to its name.

Signed by order of the Board of Trade, this Thirtieth day of December, 1954.

J. COWEN,
An Assistant Secretary of the Board of Trade.

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

Memorandum of Association
OF
SPALDING GENTLEMEN'S SOCIETY

- 1) The Name of the Company (hereinafter called "the Society") is "SPALDING GENTLEMEN'S SOCIETY."
- 2) The Registered Office of the Society will be situate in England.
- 3) The Objects for which the Society is established are-
 - a) To take over all or such parts as may lawfully be taken over by the Society of the real and personal property, effects and liabilities of the present unincorporated Society known as SPALDING GENTLEMEN'S SOCIETY.
 - b) To promote and foster among the public knowledge, appreciation and the study of art, literature, music, science, archaeology, natural history, ornithology and general knowledge.
 - c) To do such of the following things as may conduce to the promotion and fostering among the public of such knowledge, appreciation and study as aforesaid, viz. :-
 - i) To acquire, collect and preserve books, pamphlets, manuscripts, deeds, engravings, paintings, drawings, coins, antiquities, stuffed birds, birds' eggs, and other objects of or connected with the fine and applied arts or of antiquarian, ornithological or general interest.
 - ii) To establish, maintain, use and equip libraries, lecture halls and museums as may be thought expedient with a view to the promotion of the Society's objects.
 - iii) To organise and provide lectures with or without the use of lantern slides, films, other visual aids or music, and to arrange for the holding of meetings for the reading of papers, the exhibition of antiquities and other objects and the discussion of subjects connected with any of the objects of the Society.
 - iv) To organise and arrange excursions to and the holding of meetings at and for the inspection and examination of places rendered interesting by their art value or interest, antiquity, architecture or artistic or antiquarian associations.
 - v) To transcribe, abstract, reproduce, print, publish and sell books, pamphlets, journals, transactions, prints, engravings and other matters dealing or connected with any of the matters the promotion of which is among the objects of the Society.

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- d) Subject to the provisions of Section 14 of The Companies Act, 1948. to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society.
- e) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its objects.
- f) To undertake and execute any trusts which may lawfully be undertaken by the Society and may be conducive to its objects.
- g) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.
- h) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- i) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects.
- j) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

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 Minister of Education, 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 of Management or Governing Body of

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the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body 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, the Charity Commissioners or the Minister of Education over such Council of Management or Governing Body, but they 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.

- 4) The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum 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, of reasonable and proper remuneration to any officer or servant of the Society, or to any Member of the Society in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate (not exceeding Five per centum per annum) to be determined by the Council of Management on money lent or reasonable and proper rent for premises demised or let by any Member to the Society; but so that no Member of the Council of Management or Governing Body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any Member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society; Provided that the provision last aforesaid shall not apply to any payment to any company of which a Member of the Council of Management or Governing Body may be a member, and in which such Member shall not hold more than one hundredth part of the Capital, and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

- 5) No addition, alteration, or amendment shall be made to or in the provisions contained in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

Amendment: Under the Companies Act 2006, (the final parts of which came into effect on 1st October 2009) this paragraph no longer applies. All that is now needed is for any changes to be notified to Companies House.

- 6) The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Society in pursuance of Section 19 of The Companies Act. 1948.
- 7) The Liability of the Members is Limited.
- 8) Every Member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up

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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, 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 Two Pounds.

- 9) 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 among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

- 10) True accounts shall be kept of the sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Society and of all property, credits and liabilities of the Society; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Society shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.

We the several persons whose Names, Addresses, and Descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

CECIL FREDERICK TURNER,
 "Terra Nova,"
 Pinchbeck,
 Company Director.

GEORGE WILLIAM BAILEY,
 3 Westlode Street,
 Spalding,
 Pharmaceutical Chemist (retired), F.R.S.A.

BENJAMIN SMALLEY,
 9 Holland Road,
 Spalding,
 Retired Rly. Official.

JAMES ANDERSON PRENTICE,
 13 Crescent,
 Spalding,
 Optician.

RAYMOND WILLIAM HASTINGS,
 11 Kings Road,
 Spalding,
 Solicitor.

ARTHUR MEASURES,
 "Meren,"
 3 Haverfield Road,
 Spalding,
 Soft Drinks Manufacturer.

ARNOLD HERBERT SMITH,
 Welland House,
 High Street,
 Spalding, Lincs,
 Chartered Accountant.

Dated the 17th day of December, 1954.

Witness to the above Signatures—

E. J. S. MAPLES,
 Solicitor,
 Spalding.

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

Articles of Association OF SPALDING GENTLEMEN'S SOCIETY

GENERAL.

- (1) In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context : —

WORDS.	MEANINGS.
The Act	The Companies Act, 1948.
These presents	These Articles of Association, and the regulations of the Society from time to time in force.
The Society	The above-named Society.
The Council	The Council of Management for time being of the Society.
The Office	The Registered Office of the Society.
The Seal	The Common Seal of the Society.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof for the time being in force shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

CONSTITUTION.

- (2) The number of Members with which the Society proposes to be registered is four hundred, but the Council may from time to time register an increase of Members.
Amendment: The number of Members with which the Society proposes to be registered is six hundred¹.

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¹ AGM 13th August 1982

- (3) The subscribers to the Memorandum of Association and all other persons who were at the date of incorporation of the Society Members of the unincorporated Society known as SPAIDING GENTLEMEN'S SOCIETY and such other persons as shall be admitted to Membership in manner hereinafter provided shall (subject to compliance with Article 5 hereof) be Members of the Society.
- (4) No female shall be eligible for admission as a Member of the Society.
Amendment: This article is deleted².
- (5) The provisions of Section 110 of the Act shall be observed by the Society and every Member of the Society shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
- (6) The Society is established for the purposes expressed in the Memorandum of Association.

ENTRANCE FEES AND SUBSCRIPTIONS.

- (7) Every Member (other than an Honorary Member) shall pay to the Treasurer within twenty-eight days after admission to Membership an entrance fee of One Pound One Shilling and in addition a subscription of One Pound One Shilling in respect of the period up to the following thirty-first day of December or such other sums as shall from time to time be prescribed by the Society in General Meeting. Provided nevertheless that any person admitted to Membership on or after the first day of October in any year shall not be required to pay any subscription in respect of the period up to the following thirty-first day of December.
Amendment 1: The entrance fee is raised to five pounds and the subscription to twenty pounds effective from 1st January 1990³.
Amendment 2: The entrance fee is raised to ten pounds and the subscription to thirty pounds effective from 1st January 1999⁴.
- (8) The annual subscription of Members of the Society shall be One Pound One Shilling or such other sum as shall from time to time be prescribed by the Society in General Meeting and shall be due and payable in advance on the first day of January in each year.
Amendment 1: The annual subscription is increased to twenty pounds with effect from 1st January 1990³.
Amendment 2: The annual subscription is increased to thirty pounds with effect from 1st January 1999⁴.
Amendment 3: The annual subscription is increased to forty pounds with effect from 1st January 2005⁵.
Amendment 4: The annual subscription is increased to sixty pounds with effect from 1st January 2015⁶.
- (9) Every Member who shall pay to the Society the sum of Twenty-five Pounds or such other sum as shall from time to time be prescribed by the Society in General Meeting, over and above any arrears then due from him in respect of entrance fee or subscription, shall (subject to the provisions of Articles 12 and 16 hereof) become a Life Member, and shall be discharged from liability for all future annual subscriptions.
Amendment: Life membership was amended to be 12.5 times the current annual subscription⁷.

² EGM 1st December 2006
³ AGM 11th August 1989
⁴ AGM 1998
⁵ AGM 16th April 2004
⁶ AGM 25th April 2014.
⁷ AGM 22nd August 1975

ADMISSION OF NEW MEMBERS.

- (10) Any person (not being at the date of incorporation of the Society a Member of the said unincorporated Society) who is desirous of being admitted a Member of the Society shall complete a form of application and be proposed by one and seconded by three other Members. The election to Membership of every such applicant shall be determined by the Council, who may from time to time make and vary regulations as to the manner in which they shall vote in regard thereto and as to the majority of votes required for the election of an applicant, and who shall have an uncontrolled discretion to reject any such application.

Amendment 1: Balloting – one adverse vote in four or part of four, and in any circumstances three adverse votes, will exclude applicant from membership⁸.

Amendment 2: Minimum age – applicants must be 18 years and over⁸.

Amendment 3: Paragraph ten above, along with the two previous amendments is deleted and replaced with:

“Membership applicants must be aged eighteen or over at the time of applying: they do not need to be proposed and seconded. Applications shall be considered by the Membership Committee of the Society, which shall decide whether an applicant will be admitted to membership. The members of the Membership Committee shall all be members of the Society’s Council of Management. The Membership Committee may ask to meet an applicant in person before deciding whether the applicant will be admitted.

If the Membership Committee should decide to reject an applicant for membership, the applicant shall be informed of the reasons for that rejection.

A rejected applicant shall have the right to appeal against the decision of the Membership Committee. Any appeal shall be considered by the Society’s Council of Management (excluding the members of the Membership Committee). The decision of the Council shall be final.”⁹

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- (11) The Society may at any time in General Meeting elect any person to be an Honorary Member of the Society, but every Honorary Member must be proposed, seconded and elected in manner prescribed in Article 10.

RESIGNATION AND EXCLUSION OF MEMBERS.

- (12) Any Member having paid all moneys due from him to the Society may resign his Membership on giving one month’s notice in writing to the Secretary of his desire and intention to do so.
- (13) On the expiration of the period of one month from the date of such notice being so received by the Secretary (unless the notice shall have been withdrawn by another notice in writing), the Member giving such notice shall be deemed to have withdrawn from the Society, and shall cease to be a Member thereof.
- (14) Any Member who shall have resigned his Membership may be subsequently re-admitted to Membership in like manner as if he were a new candidate for Membership.
- (15) The rights and privileges of each Member of the Society shall be personal to himself, and shall not be transferable or transmissible by his own act or by operation of law.
- (16) If any Member shall fail in the observance of any of the provisions of these presents or of any regulations or bye-laws of the Society made under the powers conferred by these presents or shall be accused of any act, or practice, or conduct calculated to bring discredit on the Society or to lower its status, upon grounds which the Council after investigation shall deem sufficient, the Council may

⁸ SGS Minutes Vol. X P. 190

⁹ AGM 25th April 2014.

convene an Extraordinary General Meeting of the Society, and such Member may, by a Special Resolution passed at such Meeting, be removed from Membership of the Society, and shall thereupon forfeit his interest and privileges in the Society.

- (17) Before convening a Meeting of the Society at which a resolution is to be proposed for the removal under Article 16 of a Member from his Membership the Council shall invite an explanation from the Member concerned, either by his personal attendance at or representation by another Member at a Meeting of the Council, or in writing.
- (18) At any General Meeting of the Society convened under Article 16, the Member whose case is to be considered at such Meeting shall be afforded an opportunity of being heard in explanation or defence.
- (19) If any Member shall allow his entrance fee or subscription to be in arrear for six months and shall for the space of fourteen days from the giving of the notice hereinafter mentioned fail to pay the amount of all such arrears, the Council may after giving to such Member not less than fourteen days' notice of their intention so to do, declare him to be no longer a Member of the Society, and such declaration shall be effective.

GENERAL MEETINGS.

- (20) The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place

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as may be determined by the Council, and shall specify the Meeting as such in the notices calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Meeting, and that so long as the Society holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

- (21) All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- (22) The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.
- (23) Twenty-one days' notice in writing at the least of every Annual General Meeting and of every Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of Meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Society; but with the consent of all the Members entitled to attend and vote thereat, or of such proportion thereof as is prescribed by the Act in the case of

Meetings other than Annual General Meetings, a Meeting may be convened by such notice as those Members may think fit.

- (24) The accidental omission to give notice of a Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had at any Meeting.

PROCEEDINGS AT GENERAL MEETINGS.

- (25) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the Income and Expenditure Account and Balance Sheet, and the reports of the Council and of the Auditors, the election of Members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

- (26) No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided ten Members personally present shall be a quorum.

- (27) If within fifteen minutes from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on 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, or a such other place as the Council shall appoint, and if at such adjourned Meeting a quorum

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of ten Members is not present within fifteen minutes from the time appointed for holding the Meeting the Members present shall be a quorum.

- (28) The President or in his absence the senior Vice-President present shall preside as Chairman at every General Meeting, but if there be no President or Vice-President present or if at any Meeting none of them shall be present within five minutes after the time appointed for holding the same, or none of them being present shall be willing to preside, the Members present shall choose some Member of the Council, or if no such Member be present, or if all the Members of the Council present decline to take the Chair, they shall choose some Member of the Society who shall be present to preside. For the purposes of this Article "the Senior Vice-President" means the Vice-President whose unexpired term of office is the shortest.

- (29) 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 business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

- (30) At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the

result of the show of hands, demanded by the Chairman or by at least three Members present or by a Member or Members present and representing one tenth of the total voting rights of all the Members having the right to vote at the Meeting, and unless a poll be so demanded a declaration by the Chairman of the Meeting 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 Minute Book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (31) Subject to the provisions of Article 32 if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
- (32) No poll shall be demanded on the election of a Chairman of a Meeting, or on any question of adjournment.
- (33) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.
- (34) The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.

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VOTES OF MEMBERS.

- (35) Subject as hereinafter provided, every Member (including an Honorary Member) shall have one vote.
- (36) Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his Membership, shall be entitled to vote on any question at any General Meeting.
- (37) Votes may be given (whether on a poll or on a show of hands) personally only and not by proxy.

OFFICERS.

- (38) The Officers of the Society Shall be:-
 - (a) A President, who shall be elected at each Annual General Meeting and shall hold office (subject to Article 53) until the next Annual General Meeting when he shall be eligible for re-election.
 - (b) Three Vice-Presidents of whom one shall be elected at each Annual General Meeting and shall hold office (subject to Article 53) until the close of the third Annual General Meeting held thereafter; and a Vice- President shall not be eligible for re-election as such at the Meeting at which his office ceases. Provided nevertheless that at the first Annual General Meeting of the Society

three Vice-Presidents shall be elected for periods of one, two and three years respectively.

- (c) A General Secretary, a Treasurer, a Curator of the Museum, a Librarian, a Lecture Secretary, a Lanternist, a Keeper of Coins and Tokens, and a Curator of the Bird Museum, who shall be elected by the Society in Annual General Meeting and shall hold office (subject to Article 53) for a period of three years and shall be eligible for re-election.

Amendment: Creation of the office of Honorary Membership Secretary¹⁰.

- (d) For the purpose of reckoning any period referred to in the foregoing provisions of this Article a year shall be taken as meaning the interval between the conclusion of one Annual General Meeting and the conclusion of the next following Annual General Meeting.
- (e) The first officers of the Society, each of whom shall hold office until the first Annual General Meeting of the Society, but shall then (notwithstanding anything hereinbefore contained) be eligible for re-election shall be the persons who were at the date of incorporation of the Society the officers of the unincorporated Society.

- (39) No Officer not being an Officer retiring at the Meeting shall, unless recommended by the Council for election be eligible for office as an Officer of the Society at any General Meeting, unless within the prescribed time before the day appointed for the Meeting, there

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shall have been given to the Secretary notice in writing, by some Member duly qualified to be present and vote at the Meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served or deemed to be served, and the day appointed for the Meeting there shall be not less than four nor more than twenty-eight intervening days.

- (40) The Society may at any General Meeting increase or decrease the number of Vice-Presidents and other Officers.
- (41) Any casual vacancy amongst the Officers other than the President and Vice-Presidents may be filled by the Council, and any person elected to fill such vacancy shall retire at the next Annual General Meeting, but shall be eligible for re-election at that Meeting. Any casual vacancy in the office of President or Vice-President shall only be filled by an Annual General Meeting, at which any appointment to fill a casual vacancy in the office of Vice-President may be made in addition to an appointment falling to be made under Article 68 (B).
- (42) Any Member may hold more than one office, but no person who is not a Member of the Society shall be elected as an Officer.

COUNCIL OF MANAGEMENT.

¹⁰ AGM 17th April 2009

- (43) The Council shall consist of the President, Vice-Presidents, the General Secretary, the Treasurer, the Curator of the Museum, the Librarian, the Lecture Secretary, the Lanternist, the Keeper of Coins and Tokens and the Curator of the Bird Museum together with Members of the Society (hereinafter called "Representative Members") the number of whom unless otherwise determined by a General Meeting shall not be less than five nor more than nine. No person who is not a Member of the Society shall be eligible to hold office as a Member of the Council.
- (44) WILLIAM FITZALAN HOWARD, LOUIS JOSEPH DRIVER, BENJAMIN SMALLEY, WILLIAM EDMUND NORMAN WEBSTER, and JAMES RAMSAY MUNRO shall (subject to their becoming Members of the Society) be the first Representative Members and additional Representative Members may be appointed at the first Annual General Meeting.
- (45) Any casual vacancy amongst the Representative Members may be filled by the Council who may also from time to time co-opt and appoint any Member of the Society as an additional Member of the Council but so that the number of such additional Members shall at no time exceed two. Any Member elected to fill such a vacancy or appointed as an additional Member shall retire at the next Annual General Meeting but shall be eligible for election at that Meeting.
- (46) No person shall be incapable of being appointed or elected a Member of the Council by reason of his having attained the age of seventy years or any other age, nor shall any Member of the Council vacate his office by reason of his attaining or having attained the age of seventy years or any other age, and the provisions of Sub-Sections (1) to (6) of Section 185 of the Act shall not apply to the Society.
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- (47) At the second Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one third of the Representative Members for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office.
- (48) The Representative Members to retire shall be those who have been longest in office since their last election or appointment. As between Members of equal seniority, the Members to retire shall in the absence of agreement be selected from among them by lot. The length of time a Member has been in office shall be computed from his last election or appointment. A retiring Member of the Council shall be eligible for re-election.
- (49) The Society may at the Meeting at which a Representative Member retires as aforesaid, fill up the vacated office by electing a qualified person thereto, and in default the retiring Member, if offering himself for re-election, shall be deemed to have been re-elected, unless at such Meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Member shall have been put to the Meeting and lost.
- (50) No person not being a Representative or additional Member of the Council retiring at the Meeting shall, unless recommended by the Council for election, be eligible for office on the Council at any General Meeting, unless within the prescribed time before the day appointed for the Meeting, there shall have been given to the Secretary notice in writing, by some Member duly qualified to be present and vote at the Meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be

proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the Meeting there shall be not less than four nor more than twenty-eight intervening days.

- (51) The Society may from time to time in General Meeting increase or reduce the number of Representative Members, and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.
- (52) In addition and without prejudice to the provisions of Section 184 of the Act, the Society may by Extraordinary Resolution remove any Officer or other Member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified Member in his stead; but any person so appointed shall (unless otherwise provided by the terms of the resolution appointing him) retain his office so long only as the Member in whose place he is appointed would have held the same if he had not been removed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

- (53) The office of an Officer or other Member of the Council shall be vacated –
 - (a) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - (b) if he becomes of unsound mind:
 - (c) if he ceases to be a Member of the Society:
 - (d) if by notice in writing to the Society he resigns his office;
 - (e) if he ceases to hold office by reason of any order made under Section 188 of the Act;
 - (f) if he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

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POWERS AND DUTIES OF THE COUNCIL.

- (54) The Council shall manage the affairs of the Society and shall have powers –
 - (a) to make regulations and bye-laws for the management and conduct of the affairs and business of the Society and for every case of exigency which may arise and is not provided for by these presents or by the then existing regulations or bye-laws, provided that such regulations and bye-laws do not amount to such alteration of or addition to these presents as could only legally be made by a Special Resolution and deal only with matters which are not by these presents or the Act required to be dealt with by the Society in General Meeting, and from time to time to repeal, alter, and vary any such regulations and bye-laws; such regulations and bye-laws to continue in force until it is otherwise resolved at a General Meeting of the Society;

- (b) to pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Society as they think fit;
 - (c) to exercise all such powers and to do on behalf of the Society all such acts, matters and things, as may be exercised and done by the Society and are not by statute or these presents required to be exercised or done by the Society in General Meeting, but subject nevertheless to any statutory provisions affecting the Society and to these presents, and subject also to such regulations (if any) as may from time to time be made by any General Meeting of the Society, but no such regulation shall invalidate any prior act of the Council which would have been valid if the regulation had not been made.
- (55) The Members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the Members of the Council shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these presents as the necessary quorum, it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting, or of admitting persons to Membership of the Society, but not for any other purpose.

THE SEAL.

- (56) The Seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two Members of the Council and of the Secre-
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- tary, and the said Members and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

PROCEEDINGS OF THE COUNCIL.

- (57) The Council shall meet four times in each year and at such other times as the Council may determine for the dispatch of business and may adjourn and otherwise regulate their Meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined seven shall be a quorum. Subject as provided by any regulations made pursuant to Article 10, questions arising at any Meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.
- (58) The Chairman or any five Members of the Council may, and on the request of the Chairman or any five Members of the Council the Secretary shall, at any time, summon a Meeting of the Council by notice served upon the several Members of the Council. A Member of the Council who is absent from the United Kingdom shall not be entitled to notice of a Meeting.
- (59) The Council shall from time to time elect a Chairman who shall be entitled to preside at all Meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected,

or if at any Meeting the Chairman he not present within five minutes after the time appointed for holding the Meeting, or being present be unwilling to preside, the Members of the Council present shall choose one of their number to be Chairman of the Meeting.

- (60) A Meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Council generally.
- (61) The Council may delegate any of their powers to Committees consisting of such Member or Members of the Council as they think fit, and any Committee so formed shall in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The Meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the Meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.
- (62) All acts bona fide done by any Meeting of the Council or of any Committee of the Council, or by any person acting as a Member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council.
- (63) The Council shall cause proper Minutes to be made of all appointments made by the Council and of the proceedings of all Meetings of the Society and of the Council and of Committees of the Council, and all business transacted at such Meetings, and any such Minutes of any Meeting, if purporting to be signed by the Chairman of such Meeting, or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- (64) A resolution in writing signed by all the Members for the time being of the Council or of any Committee of the Council who are duly entitled to receive notice of a Meeting of the Council or of such Committee shall be as valid and effectual as if it had been passed at a Meeting of the Council or of such Committee duly convened and constituted.

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ACCOUNTS.

- (65) The Council shall cause proper books of account to be kept with respect to –
- (a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Society; and
 - (c) the assets and liabilities of the Society,

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

- (66) The books of account shall be kept at the Office, or, subject to Section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Members of the Council.
- (67) The Society in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the Society, or any of them, and subject to such conditions and regulations the accounts and books of the Society shall be open to the inspection of Members at all reasonable times.
- (68) At the Annual General Meeting in every year the Council shall lay before the Society a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Society) made up to a date not more than four months before such Meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the Meeting as required by Section 162 of the Act.

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AUDIT.

- (69) Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- (70) Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, the Members of the Council being treated as the Directors mentioned in those Sections.

NOTICES.

- (71) A notice may be served by the Society upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members.
- (72) Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of

Members by an address within the United Kingdom shall be entitled to receive notices from the Society.

- (73) Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post office, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

INDEMNITY.

- (74) Subject to the provisions of Section 205 of the Act every Council Member, Secretary, Treasurer, Auditor and every other Officer or servant of the Society shall be indemnified by the Society against, and it shall be the duty of the Council out of the funds of the Society to pay, all costs, losses and expenses, which any such Council Member, Officer, or servant may incur or be liable to by reason of any contract entered into or act or thing done by him in good faith, as such Council Member, Officer or servant, or in any way in the discharge of his duties (including travelling or subsistence expenses) and the Council may give to any Council Member, Officer or servant of the Society who has incurred or may be about to incur any liability at the request of the Society such security by way of indemnity as may seem expedient.

DISSOLUTION.

- (75) Clause 9 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

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NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

CECIL FREDERICK TURNER,
 "Terra Nova,"
 Pinchbeck,
 Company Director.

GEORGE WILLIAM BAILEY,
 3 Westlode Street,
 Spalding,
 Pharmaceutical Chemist (retired), F.R.S.A.

BENJAMIN SMALLEY,
 9 Holland Road,
 Spalding,
 Retired Rly. Official.

JAMES ANDERSON PRENTICE,
 13 Crescent,
 Spalding,
 Optician.

RAYMOND WILLIAM HASTINGS,
 11 Kings Road,
 Spalding,
 Solicitor.

ARTHUR MEASURES,
 "Meren,"
 3 Haverfield Road,
 Spalding,
 Soft Drinks Manufacturer.

ARNOLD HERBERT SMITH,
 Welland House,
 High Street,
 Spalding, Lincs,
 Chartered Accountant.

Dated the 17th day of December, 1954.

Witness to the above Signatures—

E. J. S. MAPLES,
 Solicitor,
 Spalding.

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Memorandum

AND

Articles of Association

OF

Spalding Gentlemen's Society

INCORPORATED THE 13th DAY OF JANUARY 1955

Solicitors:
MAPLES & SON,
SPALDING

JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
CHANCERY LANE, LONDON, W.C.2, AND 15 BROAD STREET PLACE, E.C.2