



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION of THE ARTHUR RANSOME SOCIETY LIMITED

1. The Company's name is The Arthur Ransome Society Limited (and in this document it is called 'the Society').
2. The Society's registered office is to be situated in England and Wales.
3. The Society's objects ('the Objects') are:
 - (1) the celebration of the life, promotion of the works, and diffusion of the spirit of adventure portrayed in the works of Arthur Ransome by all appropriate means consistent with the values and standards demonstrated in his writings;

(2) to promote the wider readership of the works of Arthur Ransome;

(3) to help young people to widen their experience of life in the spirit of Arthur Ransome's novels;

(4) to educate the public generally concerning Arthur Ransome's life and writings; and

(5) to encourage research into the life and writings of Arthur Ransome and to sponsor and support the publication of the results of such research.

4. In furtherance of the Objects but not otherwise the Society may exercise the following powers:

(1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Society;

(2) to raise funds and to invite and receive contributions: provided that in raising funds the Society shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

(3) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

(4) subject to Clause 5 below to employ such staff, who shall not be directors of the Society (hereinafter referred to as 'the Trustees'), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;

(5) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

(6) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them;

(7) to pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society;

(8) to hold meetings where knowledge and opinions about the life and works of Arthur Ransome can be communicated, shared and discussed;

(9) to arrange outdoor events and activities calculated to further the aims of the Society;

(10) to arrange visits to places of interest connected with the life and works of Arthur Ransome;

(11) to authorise the organisation of Regional Groups within the membership for the better pursuit of the Society's Objects in different parts of the United Kingdom and abroad;

(12) to constitute itself a means of communication for the exchange of ideas between all persons and institutions, including those from outside the United Kingdom, sharing a common interest in any aspect of the life and works of Arthur Ransome;

(13) to foster the establishment of Societies with similar purposes in other countries and, where these already exist, to enter into and maintain the closest practicable co-operation with such Societies;

(14) to produce or assist in the production and distribution of publications, recordings, plays and films designed to promote the objectives of the Society, having always in mind the rights of others in law concerning the publication of the author's works;

(15) to produce, publish and market written works regarding, relevant to or written by Arthur Ransome; and

(16) to do all such other lawful things as are necessary for the achievement of or incidental to the Objects.

5. The income and property of the Society shall be applied solely in pursuance of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Society, and no Trustee shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society: Provided that nothing in this document shall prevent any payment in good faith by the Society:
- (1) of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Society to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - (2) of reasonable and proper remuneration for any services rendered to the Society by any member, officer or servant of the Society who is not a Trustee;
 - (3) of interest on money lent by any member of the Society or Trustee at a reasonable and proper rate per annum to be selected by the Trustees;
 - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (5) of reasonable and proper rent for premises demised or let by any member of the Society or a Trustee;
 - (6) to any Trustee of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Society's debts and liabilities contracted before he or she 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.
8. If the Society is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other society or societies having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Society by Clause 5 above, chosen by the members of the Society at or before the time of dissolution and if that cannot be done then to some charitable object.

**We, the persons whose names and addresses are written below,
wish to be formed into a company under this memorandum of association.**

Signatures, Names and Addresses of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation:

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of THE ARTHUR RANSOME SOCIETY LIMITED

Interpretation

1. In these articles:

'The Society' means the company intended to be regulated by these articles;
'the Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
'the articles' means these Articles of Association of the Society;
'clear days' in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect; 'executed' includes any mode of execution;
'the memorandum' means the memorandum of association of the Society;
'office' means the registered office of the Society; 'the seal' means the common seal of the Society if it has one;
'Secretary' means the secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary;
'the Trustees' means the directors of the Society (and 'Trustee' has a corresponding meaning);
'the United Kingdom' means Great Britain and Northern Ireland;
'family member' means a member designated as such by the Trustees at the time of their appointment pursuant to Article 2; and words importing the masculine gender only shall include the feminine gender.
Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Society. No person shall be admitted a member of the Society unless his application for membership is approved by the Trustees.
- (2) Unless the Trustees or the Society in general meeting shall make other provision under Article 61, the Trustees may in their absolute discretion permit any member of the Society to retire, provided that after such retirement the number of members is not less than two.

General Meetings

3. The Society shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Society and that of the next: Provided that so long as the Society holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any member of the Society may call a general meeting.

Notice of General Meetings

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Trustee shall be called by at least 28 clear days' notice.
All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
- (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the Trustees and auditors.
6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

7. No business shall be transacted at any meeting unless a quorum is present. Twenty persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
9. The chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman.
10. If no Trustee is willing to act as chairman, or if no Trustee is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
11. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven days' clear notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
12. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chairman; or
 - (2) by at least two members having the right to vote at the meeting.
13. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
14. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
15. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
17. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
18. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
19. (1) Any member of the Society entitled to attend and vote at a general meeting is entitled to appoint another member of the Society as his/her proxy to attend and vote instead of him/her.
 - (2) An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in any form which the Trustees may approve.
20. This instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notari-ally or in some other way approved by the Trustees may:
 - (1) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (2) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (3) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Trustees;and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

Votes of Members

21. Subject to Article 16 every member shall have one vote.
22. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Society have been paid.
23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
24. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Secretary of the Society before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
25. Any organisation which is a member of the Society may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Society.

President

26. (1) A President shall be elected at the Society's Annual General Meeting. The President shall serve for a term of 3 years or such shorter period as the person elected may choose. A President who completes a term of 3 years may stand for re-election. The President shall be an ex-officio member of the Trustees and every sub-committee of the Society.
(2) Honorary Vice Presidents may be elected at the Society's Annual General Meeting.

Trustees

27. The number of Trustees shall not be less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
28. The first Trustees shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future Trustees shall be appointed as provided subsequently in the articles.

Powers of Trustees

29. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Society shall be managed by the Trustees who may exercise all the powers of the Society. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Trustees by the articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
30. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Trustees shall have the following powers, namely:
 - (1) to expend the funds of the Society, in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Society such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Society;
 - (2) to enter into contracts on behalf of the Society.

Appointment and Retirement of Trustees

31. At each annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.
32. Subject to the provisions of the Act, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
33. If the Society at the meeting at which a Trustee retires by rotation, does not fill the vacancy the retiring Trustees shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.
34. No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any general meeting unless:
 - (1) he is recommended by the Trustees; or
 - (2) not less than 56 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Society of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Society's register of Trustees together with a notice executed by that person of his willingness to be appointed or reappointed.

35. No person may be appointed as a Trustee:
- (1) unless he has attained the age of 18 years and he is at the time of appointment a member of the Society; or
 - (2) in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 41.
36. Not less than 21 clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Society of the intention to propose him at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Society's register of Trustees.
37. Subject as aforesaid, the Society may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the rotation in which any additional Trustees are to retire.
38. The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
39. Subject as aforesaid, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed.
40. The Trustees may co-opt advisors to provide a specific skill or service or to serve as a representative of any body, trust, library or museum which the Trustees judge to have important connections or associations with the objects of the Society. Trustees shall not co-opt such a person if that body, trust, library or museum is already represented by an elected Trustee.

Disqualification and Removal of Trustees

41. A Trustee shall cease to hold office if he:
- (1) ceases to be a Trustee by virtue of any provision in the Act;
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) resigns his office by notice to the Society (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - (4) ceases to be a member of the Society; or
 - (5) is absent without the permission of the Trustees from all their meetings held within a period of 6 months and the Trustees resolve that his office be vacated.

Trustees' Expenses

42. The Trustees may be paid all reasonable expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' Appointments

43. Except to the extent permitted by Clause 5 of the memorandum, no Trustee shall take or hold any interest in property belonging to the Society or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Society is a party.

Proceedings of Trustees

44. Subject to the provisions of the articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
45. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one-third of their number or two Trustees, whichever is the greater.
46. The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
47. The Trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.
48. The Trustees may appoint one or more committees consisting of at least one Trustee and such other persons as the Trustees may consider fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a committee: provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Trustees.

49. All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
50. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
51. Any bank account in which any part of the assets of the Society is deposited shall be operated by the Trustees and shall indicate the name of the Society. All cheques and orders for the payment of money from such account shall be signed by at least two signatories authorised by the Trustees.

Secretary

52. Subject to the provisions of the Act, the secretary shall be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

53. The Trustees shall keep minutes in books kept for the purpose:
- (1) of all appointments of officers made by the Trustees; and
 - (2) of all proceedings at meetings of the Society and of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting.

The Seal

54. The seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

Accounts

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

Notices

56. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
57. The Society may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address.
58. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
59. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted save in respect of a member whose registered address is overseas in which case a notice shall be deemed to be given at the expiration of 96 hours after the envelope containing it was posted.

Indemnity

60. Subject to the provisions of the Act every Trustee or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

Rules

61. (1) The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (i) the admission and classification of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (ii) the conduct of members of the Society in relation to one another, and to the Society's servants;
 - (iii) the definition of the structure, size, procedures, conduct and reporting arrangements of regional meetings;

- (iv) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
 - (v) the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the articles;
 - (vi) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Rules of the Company, known as Leading Lights, are subject to ratification at a General Meeting of the Society by a Special Resolution which requires a 75% majority of those voting.
- (3) The Society in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Society all such rules or bye laws, which shall be binding on all members of the Society. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signatures, Names and Addresses of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation:

THE ARTHUR RANSOME SOCIETY LIMITED

[Extraordinary] General Meeting on []

FORM OF PROXY

You may appoint another person or persons to attend and vote for you at the meeting. If you will not be attending the meeting, please complete this form and detach and return it to the address overleaf. Completion and return of this form will not preclude you from attending and voting in person at the meeting.

I/We (Print name) _____ of

(Address)

hereby appoint the chairman of the meeting or

as my/our proxy to attend and, on a poll, vote at the [Extraordinary] General Meeting of The Arthur Ransome Society Limited to be held on [] and at any adjournment thereof. I request the proxy to vote as indicated below on the following resolutions:

In respect of any resolution not specified above the proxy shall abstain.

Signature: _____ Date: _____

The Notes overleaf/below explain how to fill in this form of proxy, which must be signed and posted to the registered office at the address overleaf.

To be valid this form of proxy must be received no later than [] a.m. on [].

How to fill in the form of proxy

Your proxy. You can appoint the chairman of the meeting or any other member to be your proxy. If you want to appoint someone other than the chairman as your proxy, you should cross out the words 'the chairman of the meeting or' and write in the name and address of your proxy. A proxy must be a member of the Company.

The resolutions. Details of the resolutions are set out in the notice of meeting attached. The resolutions on the form are numbered as in the notice of meeting.

You should instruct your proxy how to vote on each resolution on which a poll is taken.

Tick the appropriate box against each resolution to show whether your proxy is to vote for or against it. If you do not indicate how your proxy is to vote on a resolution then he shall abstain in respect of that resolution.

Your signature. You must sign and date the form in the space provided. If the form is signed by someone else on your behalf, their authority to sign the form must be returned together with the form.

In the case of a corporation, the form must be executed as a deed or be appropriately executed by a duly authorised official or officials whose capacity should be stated. The appropriate power of attorney or other authority should be returned with the form.

RULES OF THE COMPANY

LEADING LIGHTS 2005

(as last amended in 2020)



1. Introduction

1.1 Background

Under Article 61 (1) of the Articles of Association the Trustees may make Rules which provide a detailed interpretation of the Articles of Association in relation to matters such as financial regulation, the responsibilities of the Officers of the Society, the organisation of the Regions, terms of membership and any other matters, which from time to time the Trustees consider necessary. The Rules are subject to ratification at a General Meeting of the Society, by a Special Resolution which requires a 75% majority of those voting. (Article 61(2))

1.2 Glossary of Terms

Memorandum of Association The Objects of the Society.

Articles of Association These, with the Memorandum of Association, are the legal constitution of the Society in terms of the Companies Act 1985 and Companies (Tables A to F) Regulations 1985.

Leading Lights Expansion and interpretation of the Articles which are particular to the Society. (Rules of the Company)

The Articles do not have to reproduce all the sections of the Companies Acts which apply to TARS, but in any matters which arise, not covered by the Articles, then the Companies Acts or the Regulations apply. Leading Lights are subservient to the Articles and must be consistent with them.

2. Composition of the Board of Trustees

2.1 President and Honorary Vice-Presidents

Shall be elected as required by Article 26. Election shall be by an ordinary resolution placed before the AGM. They may attend and speak at all meetings of the Trustees. The President shall have the same voting rights as Elected Trustees. Honorary Vice-Presidents may not vote.

When a Vice-President, after a period in office, wishes to be relieved of all formal responsibilities to the Company, the Board of Trustees may decide, in special circumstances when it wishes to continue to honour that person, to offer him or her the position of Vice-President Emeritus, an appointment for life without any formal responsibilities or other expectations being attached to it.

2.2 Elected Trustees

The number of elected Trustees shall be eight at the present time, but as required by Article 27, shall not be limited to a maximum.

Trustees shall be elected by the membership at each AGM, subject to the requirements of Article 31.

Nominations must be proposed and seconded in writing by members of the Society and countersigned by the candidate; they must be received by the Secretary not less than 56 clear days before the Annual General Meeting. The list of nominations and proxy voting forms will be circulated with the Notice of the Annual General Meeting.

2.3 Additional Trustees

Each of the Society's Regional Committees shall nominate one of its members as its representative, who shall be appointed annually as an Additional Trustee at the first Trustees Meeting after each AGM, under the terms of Article 38. They will have equal voting rights with Elected Trustees, but Additional Trustees shall not also be Elected Trustees.

2.4 Length of Appointment as a Trustee

No Society member shall serve as a Trustee for more than 6 consecutive years, unless appointed as an officer of the Society. An Officer's term of service shall be 6 years from the date of appointment. On completing a 6-year period as a Trustee or Officer a period of not less than 1 year must elapse before re-election or re-appointment.

2.5 Alternate Trustees

As set out more fully in Sections 65 – 69 of Table A of The Companies (Tables A-F) Regulations 1985, any Trustee who is unable to attend a meeting may appoint another member of the Society to act as a substitute to attend and vote on his behalf at meetings of the Trustees. The substitute must be approved by resolution of the Trustees and will have the same rights as other Trustees whilst acting as a substitute.

2.6 Advisors

From time to time the Trustees may need the attendance of a Society member or other person who can provide them with specialist advice or guidance. Trustees may submit requests for the attendance of Advisors to the Secretary who shall be responsible for inviting them. Advisors only have the right to speak when invited by the Chairman to do so and only for such part of the meeting as the Trustees may decide.

3. Appointment of Officers and Delegation of Responsibility

3.1 Appointments

The Officers of the Society shall include, Chairman of the Trustees, Deputy Chairman, Secretary, Treasurer and any other position that the Trustees may, from time to time, think fit to designate. The Chairman shall be appointed as set out in Article 47.

The other Officers shall be appointed by the Trustees through nomination by two Trustees and subject to the agreement of the nominated person. In the event of more than one person being nominated, the decision to appoint will be through a vote, a simple majority deciding, as set out in Article 44.

The Chairman or his representative shall be an ex-officio member of all Committees and have the same voting rights as elected members of those Committees.

3.2 Responsibilities of Officers

3.2.1 Chairman

Once elected, in accordance with Article 47, the Chairman also ipso facto becomes Principal Officer of the Society.

3.2.2 Deputy Chairman

Will carry the same responsibilities as the Chairman on a delegated basis and act in support of the Chairman.

He will deputise for the Chairman as circumstances require.

3.2.3 Secretary

This is a statutory role as required by Companies Acts and Regulations. The duties embrace all necessary activities to comply with legal requirements.

3.2.4 Treasurer

The Treasurer will be responsible for the custody and management of the Society's funds, budgets and accounts at national level and provide financial guidelines for the management and auditing of Regional accounts.

4. General Meetings of the Society

4.1 Annual General Meeting

The Annual General Meeting shall be called by the Trustees giving at least 28 days' notice in writing. The business of the meeting shall be to receive reports from the Chairman, Secretary and Treasurer; to approve the accounts; to declare the results of the election of Trustees; to consider resolutions brought forward by the Trustees or members; to appoint auditors; to propose a date, time and place for the next Annual General Meeting and to transact any other business that the Trustees may bring forward.

4.2 Extraordinary General Meetings

An Extraordinary General Meeting may be called by the Trustees, or if requested by not less than 10% of the membership holding voting rights. At least 14 days' notice in writing must be given calling an Extraordinary General Meeting.

4.3 Resolutions

Resolutions which may be presented to General Meetings may be of three categories. They will be in writing, proposed by a Trustee or member, sent to the Secretary by a date published in the Society's journals and will normally be circulated to members with the notice of the meeting. If a resolution does not have the support of the Trustees it has to be supported by not less than one-twentieth (5%) of the members eligible to vote.

4.3.1 Ordinary Resolutions

These cover the approval of the Annual Accounts, election of Trustees, approval of Trustee reports and the appointment of auditors, or any other matters unless the legislation decrees that a decision can only be taken by a special or extraordinary resolution. Ordinary resolutions are passed by a simple majority of those eligible to vote.

4.3.2 Special Resolutions

These cover specified matters which may be raised at General Meetings. Special Resolutions may be presented by the Trustees or any member supported by the Trustees. Amendments to the Memorandum or Articles of association, or amendments to Leading Lights are examples that require Special Resolutions. Special Resolutions are passed if 75% of those members voting are in favour.

4.3.3 Extraordinary Resolutions

These are similar to Special Resolutions except that a shorter period of time (14 days) is required for the calling of a meeting to consider an extraordinary resolution. They require a 75% majority of those voting to be passed.

4.4 Proxy Voting

Proxy votes empower members to nominate another member to vote for them at a General Meeting, usually when they are unable to attend in person. The proxy form will instruct the member present how to vote on some or all of the resolutions which have been put to the meeting. When resolutions are presented to General Meetings, voting to accept or reject may be taken on a show of hands, proxies being disregarded. However, the Chairman or at least two members with voting rights at the meeting, may call a poll. This will then take into account the way in which the proxy votes have been cast and the resolution will be approved or rejected accordingly.

Details of the proxy voting system are set out in Companies (Tables A-F) Regulations 1985 Sections 46 – 52.

5. Terms of Membership

5.1 Basis of Membership

Any person, family or institution may, subject to approval, become a member of the Society on payment of the annual subscription and shall be bound by the Objects of the Society as set out in the Memorandum of Association. The subscription shall become due on 1st January annually. The amount of the subscription shall be fixed, from time to time, on the written recommendation of the Treasurer, by the Trustees. Each membership shall be entitled to one vote. Juniors and Students under 18 years cannot vote.

5.2 Membership Categories

UK and Overseas

Junior or Student (under 25 and in full-time education)

Adult (all individual adults)

Family/Group (couple at the same address; family including children, grandparents and grandchildren)

Corporate

5.3 Approval of Applications

Approval of applications as required by Article 2 (1) may be delegated to the Membership Secretary, but any recommendation for the rejection of an application shall be referred to a meeting of the Trustees for action as set out in 5.5.1 below.

5.4 Honorary Members

The Society may elect Honorary members at its discretion at an AGM.

5.5 Declining and Terminating Membership

5.5.1 Membership Applications

Notwithstanding the provisions of 5.3 above, the Trustees may decline to accept an application for membership, without giving any reason.

5.5.2 Termination of Membership

- (a) The Trustees may expel any member who offends against the rules of the Society or whose conduct, in the opinion of the Trustees, renders that member unfit for membership of the Society.
- (b) Before any member is expelled the Secretary must give that member 14 days' written notice to attend a meeting of the Trustees and must inform that member of the complaint made against him or her.
- (c) No member may be expelled unless:
 - (i) that member is first given an opportunity of appearing before the Trustees and answering the complaint made against him or her; and
 - (ii) at least 75% of the Trustees then present vote in favour of the expulsion.
- (d) A member expelled under this rule may appeal by giving written notice of appeal to the Secretary within 28 days from the date on which notice of expulsion was communicated to that member.
- (e) Upon receipt of a notice of appeal the President and Vice Presidents of the Society shall, within 56 days of receipt of the notice of appeal, consider the appeal and by simple majority shall decide whether to uphold the expulsion or reinstate the member. The expelled member shall not have the right to appear personally before the President and Vice-Presidents and their decision on whether to uphold the expulsion or re-instate the member shall be final and binding on all parties.

5.6 Membership Records and the use of TARS Database

It is the responsibility of the Membership Secretary to maintain a current list of paid-up members of the Society. All Society and Regional mailings and communications with members should use the Database. Regional Secretaries should contact the Membership Secretary regarding mailing to Regions. To comply with the Data Protection Act the Society will not permit membership information to be used except for the proper administration of the Society or as required by law.

6. Financial Management

6.1 Financial Regulations

The Treasurer shall design detailed financial regulations and procedures for the Society, including arrangements for Regional accounting. The regulations and procedures shall be approved by the Trustees.

6.2 Trustees' Expenses

Until further notice, "Guidelines for Expenses", issued to TARS National committee in March 1999 will provide guidance to Trustees, within the scope of Article 42. Members may obtain a copy from the Secretary or Treasurer.

6.3 Regional Financial Management

Each Region shall submit annually to the Treasurer of the Society, by dates determined by the Trustees, accounts for the previous year and their budgets for the following year. These accounts and budgets shall be in the form laid down by the Treasurer.

6.4 Bank Accounts

6.4.1 Principal Bank Accounts

These shall be operated by the Treasurer, who shall nominate to the Trustees other authorised signatories.

The Trustees may appoint members of the society as additional signatories if necessary.

6.4.2 Cheques

Cheques and other instructions related to payments from the principal bank accounts shall be signed by any two authorised signatories, except for inter-account transfers (e.g. from the current to the deposit account) where the bank accepts a single signature or authenticated verbal **instructions**.

6.4.3 Regional and Organising Committees

These shall be delegated authority to run bank accounts in the society's name and to control the funds for that section of the company's activities. The committee responsible for each activity must appoint at least two of its members, who should not be related, as authorised signatories for the bank, one of whom shall be responsible for keeping accounts which shall be audited and incorporated in the main company accounts at the end of each financial year.

6.4.4 Payments

Cheques and other instructions related to payments from these committees' bank accounts shall be signed by any two authorised signatories. If such a committee prefers to maintain the account with a Building Society, instructions for withdrawal by cheque, cash or any other means must be signed by two authorised signatories.

6.5 TARS Stall

TARS Stall shall be delegated authority to run a bank account in the Society's name to control the Stall's funds. The member running the Stall shall be an authorised signatory of the account, and must nominate at least one other member, approved by the Trustees, as an alternative authorised signatory. The member running the Stall shall be responsible for keeping accounts which shall be audited and incorporated in the main company accounts at the end of each financial year.

7. Committees

Under Article 48 the Trustees may appoint Committees.

All Committees shall have written terms of reference, agreed by the Trustees, which set out their composition and responsibilities. They will report to the Trustees, in writing as and when required. Members shall be appointed by the Trustees, but the Committees shall have the authority to co-opt members of the Society, or when their terms of reference permit, other persons, who have special experience or expertise relevant to that committee. Decisions by the Committees shall be governed by Article 44.

8. UK Regional Organisations

8.1 Scope of Regions

The Trustees shall identify, from time to time, after consultation with the Society's membership, Regional Groups defined by agreed geographical boundaries. Until otherwise determined the groups will retain their geographical areas which were in place prior to incorporation.

8.2 Regional Committees

Each Region shall have an elected Committee of no more than 12 members and no fewer than 4. The Committee members will be elected annually only by the members of their Region who hold voting rights, as defined in Articles 21 to 25.

Nominations for the election must be invited, to be received by the Regional Secretary at least six weeks prior to the Regional AGM. If by that date more members are nominated than there are seats on the committee, ballot papers shall be circulated to all members of the Region for return to the Regional Secretary, who shall be responsible for the appointment of scrutineers and the counting of votes.

Failing such advance election, members may be nominated at the Regional AGM and if the number of candidates exceeds the number of seats on the Committee, elected by secret ballot by those attending and entitled to vote.

The maximum time that any one member may serve on a Regional Committee shall be 6 consecutive years, but this period may be extended at the Trustees' discretion in exceptional circumstances.

8.3 Regional Officers

Officers of the Regional Committees shall be a Chairman, Secretary, Treasurer and Junior Co-ordinator elected annually from amongst the Committee members, subsequent to the Regional AGM. In exceptional circumstances, Committees may elect a member to more than one office, except for that of Treasurer, who must be sole office holder. Officers should not hold any one office for more than 6 consecutive years, but at the Trustees' discretion may continue to hold office in exceptional circumstances.

8.4 Co-option of Members

Regional Committees may co-opt members of the Society for periods limited to one year, where the co-optee's experience or specialist knowledge can assist the Committee in the execution of its duties. Renewal of co-option shall be at the Regional AGM.

Co-opted members may participate in the business of the committee, but shall not have voting rights on that committee.

8.5 Procedures Governing Regional Committees

Regional Committees shall be bound by Articles 44 to 51, and by 6.3 and 6.4 above.

9. Overseas Groups

9.1 Scope of Groups

The Trustees shall identify from time to time, after consultation with overseas members in the country or countries concerned, Overseas Groups defined by agreed geographical boundaries. These Groups are currently:

Australia:	Known as AusTARS
Canada:	Known as TARSCanada
Japan:	
New Zealand:	
USA:	Known as Tarsus.

9.2 Constitutions of Groups

Subject to the approval of the Trustees, Overseas Groups may take such steps as are required or beneficial, within their national legislations, to register their existence as branches of TARS. Any locally approved group constitution or procedures are subservient to both TARS Articles of Association and Leading Lights and must be consistent with them.

9.3 Group Representation

9.3.1 Overseas' Group Co-ordinator

Each Overseas Regional Group shall have one or more Co-ordinators, appointed from the group's members. The co-ordinator has responsibility for managing the group and representing the interests of the group members. The method used to appoint the co-ordinator shall be defined by each group's members and ratified by the Trustees. In any case where group members cannot agree a method they may request that the Trustees determine a method on their behalf. In any case where two or more members feel that their existing arrangements do not represent the group's interests, they may request a review by the Trustees.

9.3.2 Overseas' Group Committees

Overseas' Regional Groups may choose to manage themselves via a committee in preference to an individual co-ordinator. The formation of any such committee must be reported to the Trustees. Any such committee shall be bound by Articles 44 to 51 and by 6.3, 6.4, 8.2, 8.3 and 8.4 above.

9.3.3 Overseas' Representative Trustee

The Board shall appoint one serving Trustee to represent Overseas Members' interests. This shall include both Overseas Groups and individual Overseas Members living in countries without organised groups.

