

Company No. 00190736

**CERTIFICATE OF CHAIR**

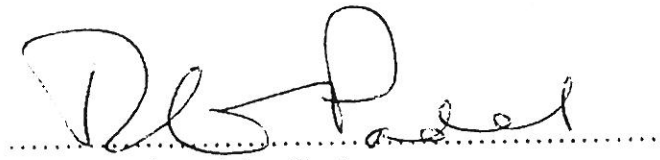
**THE POETRY SOCIETY (INCORPORATED)**

I certify that the following resolution was passed as a Special Resolution at an Extraordinary General Meeting of The Poetry Society (Incorporated) held on 25<sup>th</sup> May 2005 at 6.30pm at St Giles in the Field Church, St Giles High Street, London WC2H 8LG:-

**SPECIAL RESOLUTION**

"It is resolved to replace the existing Memorandum and Articles of the Company in their entirety, with the Memorandum and Articles in the form attached to this Notice."

Signed:

  
Ruth Padel - Chair

Dated:

25<sup>th</sup> day of May 2005



Company Number: 00190736

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not Having a Share Capital

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**Memorandum  
and  
Articles of Association  
of  
The Poetry Society**

**Bates, Wells & Braithwaite  
Cheapside House  
138 Cheapside  
London EC2V 6BB  
(Tel: 020 7551 7777)  
email: [mail@bateswells.co.uk](mailto:mail@bateswells.co.uk)**

Ref: RM.013584.2

**CERTIFIED**  
To be a true copy of its original  
*For Bates, Wells & Braithwaite*  
**BATES, WELLS & BRAITHWAITE**  
Dated *6.06.2005*

N.M

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not Having a Share Capital

**Memorandum of Association**

**of**

**The Poetry Society**

**Name**

1. The name of the company is the Poetry Society (Incorporated). In this Memorandum and the company's Articles of Association it is called the "Society".

**Registered Office**

2. The registered office of the Society is situated in England.

**Objects**

3. The objects of the Society are to advance public education in the study, enjoyment and use of poetry.

**Powers**

4. To further its objects the Society may:
  - 4.1 form local centres and reading circles for the convenience of groups of members. To provide other facilities for bringing together lovers of poetry in order to extend and develop an intelligent and cultivated interest in and appreciation of poetry and to encourage the reading and vocal interpretation of verse;
  - 4.2 organise and hold public recitals of poetry and lectures on the art and mission of poetry and other such public meetings, conferences, exhibitions, courses of instruction and other educational activities as may come within the scope of the Society ;
  - 4.3 organise and promote charitable sub-societies for the production and performance of poetic dramas and for the reading and study of the works of individual poets;

- 4.4 encourage and organise in schools and colleges the study of poetry as an important factor in education and influence upon life and character. To induce educational authorities to include poetry as a definite part of the curriculum in schools and colleges. To promote voluntary school and college poetry centres and provide lectures and readings for schools and other educational institutions;
- 4.5 to hold examinations in the art of reading and speaking verse and to offer appropriate awards therewith. To devise and give effect to measures for testing and raising the qualification of teachers of elocution;
- 4.6 establish lectureships and to publish a periodical designed to express, promote and record the general and specific objects and policy of the Society;
- 4.7 publish books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media;
- 4.8 acquire halls, theatres and lecture rooms and other permanent places of meeting and to form libraries for the use of members;
- 4.9 organise and manage festivals, plays, eisteddfods, and other forms of commemorating and celebrating the birth and death days and centenaries of poets and other literary anniversaries;
- 4.10 seek, accept (or disclaim) gifts of money and any other property;
- 4.11 co-operate with other charities, voluntary bodies and statutory authorities and exchange information and advice with them;
- 4.12 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 4.13 provide and assist in the provision of money, materials or other help;
- 4.14 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies provided that all such activities shall be conducted on the basis of well-founded, reasoned argument and shall in all other respects be confined to those which an English charity may properly undertake;
- 4.15 acquire any real or personal property and any rights or privileges and construct and maintain, alter, equip any buildings;
- 4.16 subject to any consent required by law dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit;



- 4.17 establish, maintain, control, manage centres and branches of the Society in the United Kingdom and elsewhere. To monitor, determine and modify the constitution, rights, privileges, obligations and duties of such centres and branches;
- 4.18 subject to any consents required by law borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds;
- 4.19 invest the Society's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.20 delegate the management of investments to a financial expert provided that:
  - 4.20.1 the financial expert is an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
  - 4.20.2 the investment policy is set down in writing for the financial expert by the Trustees;
  - 4.20.3 every transaction is reported promptly to the Trustees;
  - 4.20.4 the performance of the investments is reviewed regularly by the Trustees;
  - 4.20.5 the Trustees are entitled to cancel the delegation arrangement at any time;
  - 4.20.6 the investment policy and the delegation arrangements are reviewed at least once a year;
  - 4.20.7 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt;
  - 4.20.8 the financial expert may not do anything outside the powers of the Trustees;
- 4.21 arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.22 subject to clause 5 to lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 4.23 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;

- 4.24 subject to clause 4.25 raise funds by way of subscription, donation, legacy, grants, sponsorship or assistance from central and local Government and other public bodies;
- 4.25 trade in the course of carrying out the objects of the Society and carry on any other trade which is not expected to give rise to taxable profits;
- 4.26 incorporate subsidiary companies to carry on any trade;
- 4.27 enter into contracts to provide services to or on behalf of other bodies;
- 4.28 subject to clause 5 engage and pay employees and professional or other advisers and make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 4.29 establish and support or aid in the establishment and support of any other charitable organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 4.30 amalgamate with or acquire or undertake all or any of the property, liabilities and engagements of any charity having charitable objects wholly or in part similar to those of the Society;
- 4.31 insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
- 4.32 To provide indemnity insurance to cover the liability of the Trustees:
  - 4.32.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Society;
  - 4.32.2 to make contributions to the assets of the Society in accordance with the provisions of section 214 of the Insolvency Act 1986;
  - 4.32.3 any such insurance in the case of 4.32.1 shall not extend to:
  - 4.32.4 any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;
  - 4.32.5 any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees;
  - 4.32.6 any liability to pay a fine;

4.32.7 any insurance in the case of 4.32.1 shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of that Society (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Society would avoid going into insolvent liquidation.

4.33 do all such other lawful things as shall further the Society's objects.

### **Limitation on private benefits**

5 The income and property of the Society shall be applied solely towards the promotion of its objects and (except as provided in clause 5 and 6 below) no part may be paid or transferred directly or indirectly by way of benefit to the members of the Society and no Trustee may receive any remuneration or other benefit in money or money's worth from the Society. This shall not prevent any payment in good faith by the Society of:

5.1 any payments made to any beneficiary of the Society (including a member);

5.2 reasonable and proper remuneration to any person (not being a Trustee) for any services rendered to the Society;

5.3 interest on money lent by any person at a reasonable and proper rate;

5.4 any reasonable and proper rent for premises let by any person;

5.5 fees, remuneration or other benefits in money or money's worth to a company of which a Trustee or a member of his or her immediate family holds less than one per cent of the capital;

5.6 reasonable and proper out-of-pocket expenses of Trustees;

5.7 of any premium in respect of any indemnity insurance to cover the liability of the Trustees in accordance with the limitations set out in clause 4.32;

6 Any Trustee who is a poet may be paid reasonable remuneration for his or her services in the field of poetry or poetry promotion done by him or her or his or her firm or company of which such trustee is a member, director, consultant, partner or employee or shareholder when instructed by the Society to provide such services on its behalf: Provided that:

6.1 this provision may not apply to more than one third of the Trustees in any financial year and any Trustee who benefits must have indicated that he or she may seek remuneration when appointed or standing for election as a Trustee after May 2005;

6.2 the other Trustees are satisfied that it is in the interests of the Society to employ or to contract with that Trustee rather than someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of

employing a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interests);

- 6.3 a Trustee shall follow the procedures in Article 66 and shall withdraw from any meeting whilst his or her own instruction or remuneration, or that of his or her firm or company is being discussed;
- 6.4 the full amount paid to a Trustee shall be disclosed in the Society's annual accounts.

### **Limited liability**

7 In Clauses 5 and 6:

7.1 "Charity" shall include any company in which the charity:

7.1.1 holds more than 50% of the shares; or

7.1.2 controls more than 50% of the voting rights attached to the shares; or

7.1.3 has the right to appoint one or more directors to the Board of the Company.

7.2 "Trustee" shall include any connected persons as defined in Article 1.5 of the Articles of Association.

8 The liability of the members is limited.

9 Every member of the Society undertakes to contribute a sum not exceeding 25p to the assets of the Society if it is wound up during his or her membership or within one year afterwards:

9.1 for payment of the debts and liabilities of the Society contracted before he or she ceased to be a member;

9.2 for the costs, charges and expenses of winding up;

9.3 for the adjustment of the rights of the contributories among themselves.

### **Winding up**

10 If any property remains after the Society has been wound up and the debts and liabilities have been satisfied it may not be paid to or distributed among the members of the Society, but must be given to some other charitable institution or institutions with similar objects. The institution or institutions to benefit shall be chosen by the Trustees.

## **Definitions**

- 11 Words and phrases used in this Memorandum of Association have the same meanings as are ascribed to them in the Articles of Association of the Society unless the context otherwise requires.

We the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum

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### Signatures, Names and Addresses of Subscribers

	Guarantee
CHARLES OSCAR GRIDLEY, Merchant 4 Cranley Place, S. Kensington, S.W.	25p
FREDERICK IRVING TAYLOR, Journalist Vancouver, Northolt Junction, Middlesex	25p
JULIA C. HUNTSMAN, Lecturer 9, Wentworth Mansions, N.W.3	25p
J. FREDERICK TILLEY, Accountant 32, Cavendish Square, N.W.1	25p
LILIAN LLOYD, Literary Advisor G13 Cornwall Mansions, N.W.1	25p
AMY C. MENDES-GIBSON, Married Woman 10, Adam Street, Portman Square, W.1	25p
L. CONRAD HARTLEY, Manager Fairholm, Romily, Nr. Stockport	25p
WILLINGHAM F. RAWNSLEY, J.P. Shamley Green, Surrey	25p
CHARLES WHITBY, M.D., Circus Lodge, Bath	25p
OLIVER COLIGNY DE CHAMPFLEUR ELLIS, Investigator of Flame Problems 18 Manchester Road, Sheffield	25p

L. CRANMER BYNG

Author

Foley Mill, Thaxted, Essex

25p

DATED THE 4<sup>TH</sup> DAY OF June, 1923.

WITNESS to the above signatures:-

GALLOWAY KYLE,

Editor,

16 Featherstone Buildings,

London, W.C.

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not Having a Share Capital

**Articles of Association**

**of**

**The Poetry Society**

**Interpretation**

1. In these Articles and the Memorandum the following terms shall have the following meanings:-

<b>Term</b>	<b>Meaning</b>
1.1 "Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
1.2 "address"	in relation to electronic communications includes any number or address used for the purpose of such communication
1.3 "Articles"	these Articles of Association of the Society
1.4 "Chief Executive Officer"	known commonly as the Director of the Society as defined in Article 29
1.5 "clear days"	in relation to the period of a notice, that 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
1.6 "connected person"	means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, or any firm of which a Trustee is a director, employee or shareholder holding more than one percent of the capital
1.7 "communication"	means the same as in the Electronic Communications Act 2000
1.8 "Council"	means the Board as defined in the Act



- 1.9 “electronic communications” has the meaning ascribed to it in the Electronic Communications Act 2000
- 1.10 “in writing” means written or printed
- 1.11 “Memorandum” the Memorandum of Association of the Society
- 1.12 “Regulations” the Society in general meeting may make Regulations under Article 80
- 1.13 “Secretary” the secretary of the Society
- 1.14 “Society” the Poetry Society (Incorporated)
- 1.15 Trustee and Trustees” the company director and directors as defined in the Act

2. In these Articles and in the Memorandum:

- 2.1 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Society;
- 2.2 Subject to Article 2.1 any reference in these Articles or the Memorandum to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

**Members**

3. Membership of the Society shall be open to any person who desires to promote the objects of the Society and to participate in the privileges and advantages of membership.
4. If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members. The unincorporated association or body shall be entitled to replace the member who is its representative with another person by giving notice in writing to the Society and without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.
5. Every corporate member shall appoint an individual to represent it at meetings of the Society and the name of such representative and the fact that he or she is the representative of such member shall be noted in the register of members. A corporate member shall be able to replace its representative with another individual by giving notice in writing to the Society.

6. Subject to Article 6, membership shall not be transferable and shall cease on death. A member shall cease to be a member:-
  - 6.1 on the expiry of at least seven clear days' notice given by him or her to the Society of his or her intention to withdraw;
  - 6.2 if any subscription or other sum payable by the member to the Society is not paid on the due date and remains unpaid after two reminders served on the member by the Society informing him or her that he or she will be removed from membership if it is not paid.
  - 6.3 if, at a meeting of Council a resolution is passed by 75% of all Trustees resolving that the member be expelled on the ground that his or her continued membership is harmful to the interests of the Society. Such a resolution shall not be passed unless the member has been given at least 21 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been given an opportunity of being heard by or (if he/she prefers) making written representations to Council. A member expelled by such a resolution shall have his or her membership subscription reimbursed in full. He or she shall be reinstated if the Society is notified of his/her decision to appeal to an Appeal Committee made up of , the President, two Vice Presidents and two ordinary members selected by the President and his or her expulsion is overturned by the Appeal Committee.

### **Patrons**

7. The Council may appoint and remove any individual(s) as patron(s) of the Society and on such terms as they shall think fit.

### **President, Vice-President, Honorary Members**

8. A President of the Society shall be appointed by the Council in recognition of acknowledged eminence in the world of Poetry and Letters. The President's name shall appear on official publications and membership lists. The President may be replaced at the discretion of Council.
9. Any persons who by reason of position or distinguished association with poetry or with the Society appear to the Council to be suitable may be invited by Council to become Vice-Presidents. Vice Presidents may be replaced or removed at the discretion of Council. Any person or corporation who for similar reasons appears suitable may be nominated as an Honorary Member. Honorary Members shall have the same privileges and voting powers as any other member and shall appear on the published lists of members of the Society. Honorary Members shall be subject to re-election by Council in every third year after appointment.

## Trustees

### *Number of Trustees*

10. There shall be a minimum of five Trustees and a maximum of fourteen Trustees of which twelve Trustees shall be elected in accordance with Article 15 and two Trustees may be Co-opted Trustees in accordance with Article 18.

### *Appointment, retirement, removal and disqualification of Trustees*

11. Any individual appointed or elected as a Trustee who is not at the time of their nomination a member of the Society shall be deemed an Honorary Member during their period of office. At least one-half of the Trustees including co-opted Trustees shall normally be members of the Society at the time of their appointment or election.
12. At every annual general meeting one-third of the Trustees (excluding Co-opted Trustees) who are subject to retirement by rotation, or the number nearest to one-third, shall retire from office. If there is only one Trustee who is subject to retirement by rotation, he or she shall retire.
13. Subject to Article 18 and to 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 decided by lot.
14. On coming to the end of a continuous term of office of more than six consecutive years, a Trustee (including a Co-opted Trustee) shall take a break from office and may not be reappointed until the earlier of:-
  - 14.1 the anniversary of the commencement of his or her break from office; and
  - 14.2 if applicable, the annual general meeting following the annual general meeting at which his or her break from office commenced.
15. No person (other than Trustees appointed prior to May 2005, Trustees appointed between AGMs under Article 16 and Co-opted Trustees under Article 18) may be appointed or elected as a Trustee unless the appointment or election satisfies the requirements set out in the Regulations.
16. Subject to the above Articles:-
  - 16.1 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 decide the rotation in which any additional Trustees are to retire.
  - 16.2 the Council may from time to time and at any time appoint a Trustee either to fill a casual vacancy or by way of addition to the Council, provided that the

prescribed maximum is not exceeded. Any person so appointed shall retain his or her office only until the next General Meeting, but shall then be eligible for re-election, provided that the election satisfies the requirements in the Regulations and that he or she shall not thereby exceed the prescribed maximum period in office as specified in Article 14.

17. Subject to the above Articles, a Trustee who retires at an annual general meeting shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.
18. The Council may at any time appoint a person who is willing to act to be a Co-opted Trustee, provided that at any one time there are no more than two Co-opted Trustees. Any person so co-opted must have his or her co-option ratified by a majority of members at the next AGM. He or she shall remain in office for a period of three years from the date of ratification of the appointment at the AGM. He or she may be co-opted for a further three year term which must again be ratified by a majority of members at the next AGM. The provisions of Article 14 shall apply in respect of continuous terms of office.
19. The office of a Trustee shall be vacated if:-
  - 19.1 he or she ceases to be a Trustee by virtue of any provision of the Act.
  - 19.2 he or she is disqualified under the Charities Act 1993 or under any other law from acting as a Trustee;
  - 19.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - 19.4 he or she becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs;
  - 19.5 he or she resigns by notice to the Society (but only if at least five Trustees will remain in office when the notice of resignation is to take effect);
  - 19.6 if, at a meeting of Council, a resolution is passed by 75% of all Trustees resolving that the Trustee be removed on the ground that his or her continued Trusteeship is harmful to the interests of the Society. Such a resolution shall not be passed unless the Trustee has been given at least 21 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal, and has been given an opportunity of being heard by or (if he/she prefers) making written representations to Council. A Trustee shall be reinstated if the Society is notified of his/her decision to appeal to an Appeal Committee made up of the President, two Vice Presidents and two ordinary members selected by the President and his or her removal is overturned by the Appeal Committee.

### *Powers of Council*

20. Subject to the Act, the Memorandum and the Articles, the business of the Society shall be managed by Council who may exercise all the powers of the Society, except those acts that are required by these Articles to be done in general meeting. The exercise of this authority shall also be subject to these Articles and to the Regulations. No alteration of the Memorandum or Articles or adoption of Regulations shall invalidate any prior act of Council which would have been valid if that alteration had not been made.
21. The continuing Trustees may act despite any vacancies in their number but while there are fewer than five Trustees the Trustees may only act for the purpose of increasing the number of Trustees or of summoning a general meeting of the Society.
22. All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.
23. Subject to the Articles the Council may regulate their proceedings as they think fit.

### *Chair and Deputy Chair*

24. Council may appoint one of their number to be:-
  - 24.1 the Chair of Council and may at any time remove him or her from that office;
  - 24.2 the Deputy Chair of the Council and may at any time remove him or her from that office.

### *Delegation of the powers of Council*

25. Council may by power of attorney or otherwise appoint any person to be the agent of the Society for such purposes and on such conditions as they determine.
26. Council may delegate any of their powers to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Society to any person or committee in accordance with the conditions set out in these Articles.

### *Delegations to committees*

27. In the case of delegation of powers to committees:

- 27.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
- 27.2 the composition of any such committee shall be entirely in the discretion of Council and may comprise such of their number (if any) as the resolution may specify;
- 27.3 the deliberations of any such committee shall be reported regularly to Council and any resolution passed or decision taken by any such committee shall be reported forthwith to Council and for that purpose every committee shall appoint a secretary;
- 27.4 all delegations under this Article shall be variable or revocable at any time;
- 27.5 Council may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
- 27.6 no committee shall incur expenditure or liability on behalf of the Society except where expressly authorised by Council or in accordance with a budget which has been approved by Council.
28. The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of Council so far as the same are applicable and are not superseded by any Regulations.

#### *Delegations of day to day management powers*

29. In the case of delegation of the day to day management of the Society to the Chief Executive Officer (who is not a Trustee):
  - 29.1 the delegated power shall be to manage the Society by implementing the policy and strategy adopted by and within a budget approved by Council and if applicable to advise Council in relation to such policy, strategy and budget;
  - 29.2 Council shall provide the Chief Executive Officer with a description of his or her role and the extent of his or her authority; and
  - 29.3 the Chief Executive Officer shall report regularly to Council on the activities undertaken in managing the Society and provide them regularly with management accounts sufficient to explain the financial position of the Society.

#### **Members' Meetings**

##### *Annual general meetings*

30. Subject to the Act, the Society shall hold an annual general meeting once in every calendar year and not more than 15 months shall pass between one



annual general meeting and the next. It shall be held at such time and place as Council think fit.

### *Other general meetings*

31. Council may call a general meeting at any time. Council shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Act.

### *Length of notice*

32. Unless Article 33 applies, an annual general meeting and a general meeting called to pass a special or elective resolution shall be called by at least 21 clear days' written notice and any other general meeting shall be called by at least 14 clear days' written notice unless the Act requires a longer notice period.
33. A general meeting may be called by shorter notice if it is so agreed:-
- 33.1 in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
- 33.2 in the case of any other general meeting, by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the members.
- 33.3 When a meeting is adjourned for 14 days or more, at least seven clear days' 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.

### *Contents of notice*

34. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall include a statement to that effect.

### *Service of notice*

35. Notice of general meetings shall be given to every member, to Council, to the President, Vice Presidents and to any patron(s) and to the auditors of the Society.

### *Quorum*

36. No business shall be transacted at any meeting unless a quorum is present. Seven persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or members (under Articles 51 and 52) or a duly authorised representative of a corporate member, shall be a quorum. If such a quorum is not present within half an hour from the time appointed for the meeting, 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 Council may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

### *Attendance*

37. A Patron, President or Vice President may, even if not a member, attend and speak at any general meeting.

### *Chair*

38. The Chair or in his or her absence the Deputy Chair (if any) or some other Trustee nominated by the Trustees shall preside as Chair of the meeting, but if neither the Chair, nor Deputy Chair (if any), nor such other Trustee is 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 Chair and, if there is only one Trustee present and willing to act, he or she shall be Chair. If no Trustee is willing to act as Chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chair.

### *Adjournment*

39. The Chair 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 the adjournment not taken place.

### *Poll*

40. 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 Act, a poll may be demanded:-
- 40.1 by the Chair; or
- 40.2 by at least two members having the right to vote at the meeting; or



40.3 by a member or members representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

41. Unless a poll is duly demanded a declaration by the Chair 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.

42. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a *show of hands* declared before the demand was made.

43. A poll shall be taken as the Chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

44. A poll demanded on the election of the Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was 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.

45. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

### *Votes*

46. On a *show of hands* every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

47. In the case of an equality of votes, whether on a *show of hands* or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

48. No member may vote on any matter in which he or she is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the

permission of the majority of the members present in person or by proxy at the meeting, such permission to be given or withheld without discussion.

49. No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Society have been paid.
50. 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 Chair whose decision shall be final and binding.

### *Proxies*

51. The Chair or any other member may be appointed as a proxy and the proxy form shall be executed by the appointing member (and if that member is a corporation it shall be signed by one director and the company secretary of such company or by two of its directors) and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

“The Poetry Society,

I/We, \_\_\_\_\_,

of \_\_\_\_\_,

being a member/members of the above named Society, hereby appoint the Chair/member [ *name* ] as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Society to be held on [date], and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_ ”

52. Where it is desired to afford members an opportunity of instructing the proxy how he or she shall act, the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

“The Poetry Society

I/We, \_\_\_\_\_, of \_\_\_\_\_, being a member/members of the above named Society, hereby appoint the Chair/member [ *name* ] as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Society to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 \*for \*against

Resolution No 2 \*for \*against

Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed this      day of                      20 ”

53. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may:-

53.1 in the case of an instrument in writing be deposited at the registered office of the Society 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 at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

53.2 in the case of an appointment contained in an electronic communication, where an address has been specified by the Society for the purpose of receiving electronic communications:-

53.2.1 in the notice convening the meeting, or

53.2.2 in any instrument of proxy sent out by the Society in relation to the meeting, or

53.2.3 in any invitation contained in an electronic communication to appoint a proxy issued by the Society in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote.

53.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or

53.4 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 Chair or to the Secretary or to any Trustee;

and an instrument of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

54. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.
55. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Society at the registered office of the Society or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received 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.

#### *Irregularities*

56. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Act.

#### *Written resolutions*

57. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she was present shall be as valid and effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more members. The date of a written resolution shall be the date on which the last member signs. Copies of all proposed written resolutions of the members shall be sent to the Society's auditor before being passed.

### **Meetings of Council**

#### *Notice*

58. Two Trustees may (and the Secretary shall at the request of two Trustees) call a meeting of Council.

59. Meetings of Council shall be called by at least seven clear days' notice unless urgent circumstances require shorter notice, or unless all the Trustees entitled to attend and vote at that meeting agree to shorter notice.
60. Notice of meetings shall be given to each Trustee. Every notice calling a meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.
61. There shall be at least four physical meetings a year. Articles 68 and 69 set out provisions in respect of virtual meetings.

#### *Irregularities*

62. The proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.

#### *Quorum*

63. The quorum for meetings of Council may be fixed by Council and, unless so fixed at any other number, shall be five.

#### *Chair*

64. The Chair or in his or her absence the Deputy Chair (if any) or another Trustee nominated by the Trustees present shall preside as Chair of each meeting.

#### *Votes*

65. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

#### *Conflicts of interest*

66. Whenever a Trustee or a connected person has a personal interest in a matter to be discussed at a meeting, and whenever a Trustee or a connected person has an interest in another organisation whose interests are reasonably likely to conflict with those of the Society in relation to a matter to be discussed at a meeting, he or she must:
  - 66.1 declare an interest before discussion begins on the matter;
  - 66.2 withdraw from that part of the meeting unless (but not in the case of remuneration) he or she is expressly invited to remain;
  - 66.3 in the case of personal interests not be counted in the quorum for that part of the meeting;

- 66.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

The procedures followed in respect of conflicts of interest must be recorded by the Trustees in the minutes of the Council meeting where the conflict arises.

#### *Written resolutions*

67. A resolution in writing signed (including by way of exchange of emails) by each Trustee entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting duly convened and held and may consist of several instruments in the like form each signed by one or more Trustees. The date of a written resolution shall be the date on which the last Trustee signs.

#### *Virtual meetings*

- 68.1 A meeting of Council may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of Council in which all participants may communicate simultaneously with all other participants. Articles 58 – 60 shall apply in respect of the persons who can call a meeting and the notice required for a meeting.
- 68.2 For the avoidance of doubt, in the case of a meeting of Council held where communications can take place through electronic means the meeting shall be quorate upon the requisite number of Trustees being connected to a prescribed electronic site or by prescribed electronic means notwithstanding that any other Trustee who intended to be so connected by the prescribed electronic means has not been so connected.
- 68.3 Council may from time to time prescribe rules determining when a Trustee is deemed to be connected to, and disconnected from, a prescribed electronic site or by electronic means at which a meeting of Council is being held.
69. In the case of a meeting of Council held where communication takes place simultaneously through electronic means Council shall appoint someone (whether or not a Trustee) whose responsibility it shall be to record and circulate the minutes of the meeting to all those who participated in the meeting within seven days of the meeting taking place.

#### **General**



### *Secretary*

70. The Secretary shall be appointed by Council for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them.

### *Minutes*

71. Council shall cause minutes to be made in books kept for the purpose:-
- 71.1 of all appointments of officers made by Council; and
- 71.2 of all proceedings at meetings of the Society and of the Council, and of committees of Council, including the names of the Trustees present at each such meeting;

and any such minute, if approved by Council at its next meeting and signed by the Chair of the meeting at which the proceedings were had, or by the Chair of the next succeeding meeting, shall, as against any member or Trustee of the Society, be sufficient evidence of the proceedings.

### *Records and accounts*

72. Council shall comply with the requirements of the Act (or any statutory re-enactment or amendment of the Act) and of the Charities Act 1993 as to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- 72.1 annual reports;
- 72.2 annual returns;
- 72.3 annual statements of account.

### *Notices*

73. Subject to Article 75, any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of Council need not be in writing.
74. 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 or her registered address or by leaving it at that address or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him or her. A member

who does not register an address with the Society shall not be entitled to receive any notice from the Society.

75. A member present at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
76. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice contained in an electronic communication at the expiration of 48 hours after the time it was sent.

### *Indemnity*

77. Subject to the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer of the Society shall be indemnified out of the assets of the Society:
  - 77.1 against all costs charges expenses or liabilities incurred by him or her:
    - 77.1.1 in defending any civil or criminal proceedings in which judgment is given in his or her favour or in which he or she is acquitted; and
    - 77.1.2 in connection with any application in which relief from liability is granted to him or her by the court;

where such proceedings or application arise as a result of any actual or alleged negligence, default, breach of duty or breach of trust in relation to the Society;  
and

- 77.2 against all costs, charges, losses, expenses or liabilities incurred by him or her in the proper execution and discharge of his or her duties or in relation to the Society.

### *Trustees' indemnity insurance*

78. The Trustees shall have power to resolve pursuant to clause 4.32 of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy.



### *Winding-up*

79. The provisions of clause 10 of the Memorandum relating to the winding-up or dissolution of the Society shall have effect and be observed as if the same were repeated in the Articles.

### **Regulations**

80. The Society in General Meeting may from time to time make such Regulations or bye laws as they may deem necessary or expedient for the proper conduct and management of the Society.
- 80.1 The Regulations may regulate the following matters but are not restricted to them:
- 80.1.1 the admission of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, save that the entrance fees, subscriptions and other fees or payments to be made by members shall be determined by Council;
  - 80.1.2 the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;
  - 80.1.3 the procedure for the Society giving notices electronically and for proxy votes to be lodged electronically;
  - 80.1.4 generally, all such matters as are commonly the subject matter of company rules.
- 80.2 The Society in general meeting has the power to alter, add to or repeal the Regulations.
- 80.3 The Regulations shall be binding on all members of the Society. No Regulation shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

We the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum

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### Signatures, Names and Addresses of Subscribers

	Guarantee
CHARLES OSCAR GRIDLEY, Merchant 4 Cranley Place, S. Kensington, S.W.	25p
FREDERICK IRVING TAYLOR, Journalist Vancouver, Northolt Junction, Middlesex	25p
JULIA C. HUNTSMAN, Lecturer 9, Wentworth Mansions, N.W.3	25p
J. FREDERICK TILLEY, Accountant 32, Cavendish Square, N.W.1	25p
LILIAN LLOYD, Literary Advisor G13 Cornwall Mansions, N.W.1	25p
AMY C. MENDS-GIBSON, Married Woman 10, Adam Street, Portman Square, W.1	25p
L. CONRAD HARTLEY, Manager Fairholm, Romily, Nr. Stockport	25p
WILLINGHAM F. RAWNSLEY, J.P. Shamley Green, Surrey	25p
CHARLES WHITBY, M.D., Circus Lodge, Bath	25p
OLIVER COLIGNY DE CHAMPFLEUR ELLIS, Investigator of Flame Problems 18 Manchester Road, Sheffield	25p

L. CRANMER BYNG

Author                      Foley Mill, Thaxted, Essex

25p

DATED THE 4<sup>TH</sup> DAY OF June, 1923.

WITNESS to the above signatures:-

GALLOWAY KYLE,  
Editor,  
16 Featherstone Buildings,  
London, W.C.

We certify that this document  
is filed in accordance with  
Section 18 of the Companies Act, 1985

Director/Secretary.....

The Companies Acts 1985 and 1989  
Company Limited By Shares

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**MEMORANDUM  
AND ARTICLES  
OF ASSOCIATION**

OUR PAGES LIMITED

Incorporated on 23 April 1981

Company Number 01557657

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