

REVISED ARTICLES (Adopted 15 Dec 04)

General

1. In these Articles the words standing in the first column of the Table below shall bear the meaning set opposite to them respectively in the second column, if not inconsistent with the subject or context –

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act 1985
The Anniversary Date	The 1 st of January in each year.
Associate Member	A member who on application and within three months (or at the discretion of the Council six months) of his last Anniversary Date pays the appropriate annual subscription for Associate Members.
The Council	The Council of Management for the time being of the Society.
Honorary Member	A person who is invited to become a member of the Society by the Council under article 4 of these Articles.
Honorary Officer	The President and, unless in either case he is in receipt of a salary or remuneration, the Secretary and the Treasurer
Life Member	A member who pays to the Society such sum as the Council shall from time to time decide to be an appropriate payment to obtain Life Membership of the Society.
The Office	The registered office of the Society.
Ordinary Member	A member who on application and within three months (or at the discretion of the Council six months) of his last Anniversary Date pays to the Society such sum as the Council shall from time to time decide to be an appropriate annual subscription for Ordinary Members.
The Seal	The Common Seal of the Society
The Secretary	Any person appointed to perform the duties of the Secretary of the Society.
The Society	The above named Society.
The United Kingdom	The United Kingdom of Great Britain and Northern Ireland.

The Interpretation Act 1978 shall apply to the construction of these Articles as at applies to the construction of an Act of Parliament.

2. A person shall be qualified to become a Member of the Society who signs and delivers to the Society an application for admission framed in such terms as the Council shall require and upon such application pays in one lump sum to the Society such sum as the Council shall from time to time decide to be appropriate in the case of Life Members, Ordinary Members, or Associate Members as the case may be.

The number of members of the Company shall be unlimited.

3. Any person qualified under Article 2 may nonetheless be denied admission to membership at the absolute discretion of the Council.

4. The Council may in its absolute discretion invite any person to become an honorary member of the Society and any such person shall upon acceptance of the invitation in writing to the Society thereupon become a member of the Society.

5. Unless the Society shall otherwise resolve, a member of the Society shall cease to be a member:

- (a) if he gives notice in writing to the Society of his desire to resign his membership;
- (b) if in the case of an Ordinary Member he shall have failed after the expiration of three months (or at the discretion of the Council six months) from his last Anniversary Date for the time being to pay the sum laid down by the Council from time to time as the appropriate annual subscription for Ordinary Members;
- (c) if in the case of an Associate Member he shall have failed after the expiration of three months (or at the discretion of the Council six months) from his last Anniversary Date for the time being to pay the sum laid down by the Council from time to time as the appropriate annual subscription for Associate Members ; or he shall have during the twelve months preceding his last Anniversary Date attained the age of 21 years and shall have failed after the expiration of three months (or at the discretion of the Council, six months) from his last Anniversary Date to pay the sum laid down by the Council from time to time as the appropriate annual subscription for Ordinary Members;
- (d) if the Council gives notice in writing to the member terminating his membership: provided that such notice shall not be given unless the member concerned shall first have been given a reasonable opportunity to attend and make representations at the meeting of the Council convened to consider his case. Membership of the Society shall not be transferable and shall cease on the death or mental incapacity of a member.

General Meetings

6. The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as the Council may determine. The Society shall specify the meeting as such in the notices calling it, provided that every General Meeting shall be held not more than fifteen months after the holding of the preceding meeting.

7. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

8. The Council may whenever it thinks fit convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.

9. Twenty one days' notice in writing at the least shall be given of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at least shall be given of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given). The notice shall specify the place, day and time of the meeting, and in the case of special business the general nature of that business as specified below.

10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive it shall not invalidate anything done at any meeting.

Proceedings at General Meetings

11. Ordinary business transacted at an Annual General Meeting shall be the consideration of the income and expenditure account and balance sheet, the reports of the Council and the Auditors, the election and re-appointment of members of the Council and the appointment and fixing of the remuneration of the Auditors. All other business transacted at any General Meeting shall be special.

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Except as otherwise provided three members personally present shall constitute a quorum.

13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall constitute a quorum.

14. The Chairman of the Council shall take the chair at every General Meeting. If the Chairman is not present the Deputy Chairman shall preside. If the Deputy Chairman is not present the members present shall choose one of their number to preside.

15. The Chairman of a meeting may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Subject to that, members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the Meeting or by at least three members present in person or by at least three members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll is properly demanded, a

declaration by the Chairman of the meeting that a resolution has been carried unanimously or by a particular majority, or lost or not carried by particular majority and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

17. If a poll is properly demanded it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct. The result of the poll shall be the resolution of the Meeting at which the poll was demanded.

18. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

20. 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 a poll has been demanded.

Votes of Members

21. At every General Meeting every member of the Society (other than an Honorary Member) present in person shall have one vote on a show of hands. Upon a poll every Member (other than an Honorary Member) present in person or by proxy shall have one vote.

22. The instrument appointing a proxy shall be in such form as the Council may from time to time approve. A proxy need not be a Member of the Society.

23. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of that power of attorney, shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening 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, and in default the instrument of proxy shall not be treated as valid.

24. The instrument appointing a proxy confers authority to demand or join in demanding a poll.

25. A vote given by virtue of an instrument of proxy shall be treated as valid if it is made in good faith on behalf of someone who in the meantime has died or become of unsound mind without the knowledge of the person appointed as proxy.

26. Any corporation which is a Member of the Society may by resolution of its directors 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 corporation which he represents as that corporation could exercise if it were an individual Member of the Society.

The President and the Patron

27. The Society shall have a President and may have a Patron. The Council shall have power from time to time to appoint the President and the Patron and to remove

either of them from office. If he is an ordinary Member of the Society, the President shall be ex officio a member of the Council.

The Vice Presidents

28. The Society shall have not more than twenty Vice Presidents. The Council shall have power from time to time to appoint Vice Presidents and to remove them from office.

The Council

29. Until otherwise determined by a General Meeting, the number of the members of the Council excluding the ex officio Members shall be not less than four nor more than twelve but the number of members of the Council who are not ex officio members shall always be greater than the number of ex officio members of the Council.

30. No person who is in receipt of a salary, fees, remuneration or other benefit in money or money's worth from the Society (other than any money as permitted by Clause 4 of the Memorandum of Association) shall be eligible for membership of the Council.

31. No Member of the Council shall vacate or be required to vacate his office as a Member of the Council on or by reason of his attaining or having attained the age of 70, and any such Member retiring or liable to retire under the provisions of these presents and any person proposed to be appointed Member of the Council shall be capable of being reappointed or appointed, as the case may be, as a Member of the Council notwithstanding that at the time of such reappointment or appointment he has attained the age of 70, and no special notice need be given of any resolution for or approving the reappointment or appointment as a Member of the Council of a person who shall have attained the age of 70, and it shall not be necessary to give the Members notice of the age of any Member of the Council or person proposed to be re-appointed or appointed as a Member of the Council

Powers of the Council

32. The business of the Society shall be managed by the Council. The Council may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society and as are not required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these Articles, and to such regulations being not inconsistent with such provisions as may be prescribed by the Society in General Meeting. No regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

33. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council other than the Honorary Officers shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for the Council to act for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

34. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed, shall in the execution of the powers so delegated conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and

proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

Disqualification of members of the Council

35. The office of a member of the Council shall be vacated

- (a) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (b) if he ceases to be a member of the Society;
- (c) if by notice in writing to the Society he resigns his office;
- (d) if he ceases to hold office by reason of any order made under the provisions of the Act.

36. A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted. Nothing in this Article shall be deemed to authorise the provision of a benefit in contravention of Clause 4 of the Memorandum of Association.

Proceedings of the Council

37. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

38. A member of the Council may, and on the request of a member of the Council the Secretary shall at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

39. The Council shall from time to time elect a Chairman and a Deputy Chairman and shall determine the period for which each of them is to hold office. The Chairman shall be entitled to preside at all meetings of the Council at which he shall be present. If the Chairman is not present within five minutes after the time appointed for holding the meeting, or has previously intimated either to the Deputy Chairman or the Secretary that he will not attend the meeting or is unwilling to preside, the Deputy Chairman shall preside. If both the Chairman and Deputy Chairman are not present or unwilling to preside, the members of the Council shall choose one of their number to be Chairman of the meeting.

40. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Council generally.

41. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of continuance in office of such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

42. The Council shall cause proper minutes to be made of all proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if

purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

43. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

Rotation of members of the Council

44. At every Annual General Meeting of the Society one-third or the number nearest to one-third of the members of the Council (other than the Honorary Officers) shall retire from office. Members of the Council retiring at a meeting shall retain office until the close of that meeting.

45. The members of the Council to retire in every year shall be those who have been longest in office since their last appointment but as between persons who become members of the Council on the same day those to retire shall (unless otherwise agreed between themselves) be determined by lot. The members of the Council so retiring shall be eligible for re-appointment at the Annual General Meeting at which they retire provided that they have immediately prior to their retirement held office for less than nine consecutive years.

46. The Society at the meeting at which a member of the Council retires may fill up the vacated office by appointing a Member of the Society to that office, and in default the retiring member of the Council unless ineligible shall be deemed to have been re-appointed, unless it is expressly resolved at such meeting not to fill up such vacated office or unless a resolution for such re-appointment shall have been put to the meeting and lost.

47. No person other than a member of the Council retiring at the meeting shall be eligible for appointment as a member of the Council at any General Meeting unless recommended by the Council, or unless there shall have been left at the Office not less than six weeks before the date appointed for the meeting, notice in writing, signed by a member duly qualified to attend and vote at the meeting, of his intention to propose such person for appointment and also notice in writing signed by that person of his willingness to be appointed.

48. The Council shall have power from time to time and at any time to appoint any person to be a member of the Council either to fill a casual vacancy or as an addition to the existing Council, but so that the total number of members of the Council (other than Honorary Officers) shall not at any time exceed the maximum number permitted by these Articles. Any Member of the Council so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-appointment, but shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting. On re-appointment at an Annual General Meeting any person appointed to fill a casual vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which such member in whose place he is appointed was last appointed a member of the Council.

49. The Society may by Extraordinary Resolution or pursuant and subject to the provisions of the Act, by Ordinary Resolution remove any member of the Council before the expiration of his period of office and may by Ordinary Resolution appoint another person in his stead. Any person so appointed shall be subject to retirement at the same time as if he had become a member of the Council on the day on which such member in whose place he is appointed was last appointed a member of the

Council.

Fellows and Honorary Fellows

50. The Society shall have a Faculty of Fellows. The number of Fellows shall not be more than 50. The number of Honorary Fellows shall be at the discretion of the Council.

51. Members of the Society shall be eligible for election to the Faculty of Fellows and for election as Honorary Fellows. Persons who are not members of the Society shall also be eligible for election as Honorary Fellows.

52. The election of Fellows and Honorary Fellows shall be at the discretion of the Council. In the case of Fellows election shall be in recognition of outstanding achievement in connection with the art and science of heraldry or any of the prescribed subjects as defined in Clause 3 (a) of the Memorandum of Association of the Society. In the case of Honorary Fellows election shall be in recognition of:

- i) outstanding services to the Society or
- ii) outstanding services to heraldry or any of the prescribed subjects as defined in the said Clause 3 (a) or
- iii) honoris causa.

53. Each candidate for election as a Fellow shall be proposed in writing to the Secretary in such terms as the Council shall from time to time require by not less than two Fellows, two members of the Council who are not themselves Fellows, and four Members who are not themselves Fellows. The proposal shall specify particulars of the outstanding achievement by virtue of which it is considered a candidate is worthy of consideration for election as a Fellow and not less than four of the proposers shall declare their personal knowledge of the candidate.

54. The proposal form shall, within one month of its receipt by the Secretary, be referred to the Fellowship Committee.

55. The Fellowship Committee shall be composed of the Chairman of the Council and six members of the Society, two by virtue of being Fellows. two by virtue of being Vice Presidents and two by virtue of being Members of the Council. Each of the members of the Committee (other than the Chairman) shall be appointed by the Council.

56. The Fellowship Committee shall consider every proposal form referred to it under Article 55 and return the same together with a report in writing to the Council stating whether (by a majority vote) the candidate is recommended for election by the Council. The report shall be for the guidance of Council and shall not be binding upon it.

57. The Council shall after receipt of the proposal form and report from the Fellowship Committee in respect of a candidate hold a meeting to determine whether such candidate shall be elected. For the purpose only of such meetings the quorum shall be six members of the Council excluding the Chairman and any decision of the meeting shall be determined by ballot. No candidate shall be elected unless two thirds of the votes cast are in favour of his election.

58. The Secretary shall inform each successful candidate of his election.

59. The election, admission, resignation or death of every Fellow or Honorary Fellow with the date thereof shall be noted down in a record known as the Register of Fellows and Honorary Fellows of the Society.

60. The form of admission of a Fellow or an Honorary Fellow shall be such as the

Council may from time to time prescribe.

61. The first or founder Fellows shall be The Hon. Sir George Bellew, KCVO. FSA. Garter King of Arms., Sir Thomas Innes of Learney, KCVO, FSC.Scot., Lord Lyon King of Arms., A.R. Wagner, Esquire, CVO, FSA, C.W. Scott-Giles, Esquire, OBE, S.C. Kaines-Smith, Esquire, MBE, FSA, Commander A.W.B. Messenger, FSA, RN, H.S. London, Esquire, FSA, Norfolk Herald Extraordinary., J.P. Brooke-Little, Esquire, Founder of the Heraldry Society and the first or Founder Honorary Fellows shall be The Duke of Norfolk, KG, GCVO, Earl Marshal of England and President of the Heraldry Society., Sir Christopher Lynch-Robinson, Baronet, Sir Gerald Wollaston, KCB, KCVO, Norroy and Ulster King of Arms, A.J. Toppin, Esquire, MVO, York Herald., Miss Constance Egan, Honorary Secretary and Treasurer of the Heraldry Society, A.G.L. Turner, Esquire., T.B. Jenkins, Esquire.

62. A Fellow or an Honorary Fellow (being a member of the Society) who ceases to be a Member of the Society shall if the Council so declare be deemed to have resigned from the Faculty of Fellows or as an Honorary Fellow as the case may be. Such resignation or any resignation of a Fellow or an Honorary Fellow shall be announced by the Chairman at the next following Annual General Meeting of the Society.

Secretary and Treasurer

63. The Secretary and the Treasurer shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary and any Treasurer so appointed may be removed by them. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. Any Secretary or any Treasurer not in receipt of any salary or remuneration shall if a member of the Society be an ex-officio member of the Council.

The Seal

64. The seal of the Society shall not be affixed to any instrument except by authority of a resolution of the Council and in the presence of at least two members of the Council and of the Secretary, and those members and the Secretary shall sign every instrument to which the seal is affixed.

Accounts

65. The Council shall cause proper books and accounts to be kept with respect to

- [a] all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
- [b] all sales and purchases of goods by the Society; and
- [c] the assets and liabilities of the Society.

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

66. The books of accounts shall be kept at the Office, or at such other place or places as the Council shall think fit, and shall always be open to inspection by the members of the Council

67. The Society in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Council, of the accounts and books of the Society or any of them. Subject to such restrictions the accounts and books of the Society shall be open to the inspection of such members at all reasonable times during business hours.

68. At the Annual General Meeting in every year the Council shall lay before the Society a proper income and expenditure account for the period since the last preceding account, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall no less than twenty one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

Audit

69. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

70. Auditors shall be appointed and their duties regulated in accordance with the relevant provisions of the Act, the members of the Council being treated as the Directors mentioned in those provisions.

Notices

71. A notice may be served by the Society upon any member either personally or by sending it by e-mail, or through the post in a prepaid letter, addressed to such member at his registered address as appearing in the Society's records.

72. Any member described in the Society's records with an address not within the United Kingdom may nonetheless give to the Society an address within the United Kingdom at which notices may be served upon him. In such circumstances he shall be entitled to have notices served on him at that United Kingdom address but not otherwise.

73. Any notice served by post shall be deemed to have been served on the second day following that of despatch, and in proving such service it shall be sufficient to prove that the item was properly addressed and put into the post as a prepaid letter. Any notice served by e-mail shall be deemed to have been served if sent to an e-mail address provided by a member for that purpose and not returned as undelivered within 48 hours of despatch.

Dissolution

74. Clause 9 of the Memorandum of Association of the Society shall have effect as if the provisions thereof were repeated in these Articles.

Indemnity

75. The members of the Council, the Secretary, the Treasurer, the Auditors, and other officers of the Society shall be indemnified out of the assets against all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under the provisions of the Act in which relief is granted to them by the Court.
