

**THE COMPANIES ACTS 1948–2006****COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL****MEMORANDUM OF ASSOCIATION  
OF THE VEGAN SOCIETY**

- 1** The name of the Company (hereinafter called "the Society") is 'THE VEGAN SOCIETY'.
- 2** The registered office of the Society will be situate in England or Wales.
- 3** The objects for which the Society is established are as follows:

In this Memorandum the word "veganism" denotes a philosophy and way of living which seeks to exclude — as far as is possible and practicable— all forms of exploitation of, and cruelty to, animals for food, clothing or any other purpose; and by extension, promotes the development and use of animal-free alternatives for the benefit of humans, animals and the environment.

In dietary terms it denotes the practice of dispensing with all products derived wholly or partly from animals.

- (a)** To further knowledge of and interest in sound nutrition and in veganism and the vegan method of agriculture as a means of increasing the potential of the earth to the physical, moral and economic advantage of humanity.
- (b)** To relieve elderly vegans who are in conditions of need.

In furtherance of the above objects but not otherwise the Society shall have the following powers:

- (c)** To publish material for transmission and communication by visual, audio and electronic recordings in connection with the work of veganism.
- (d)** To print, publish, sell or cause to be printed, published, sold and if determined from time to time to distribute gratuitously books, booklets, leaflets, periodical newspapers, magazines or other periodicals for the purpose of giving information in regard to the work of the Society and necessary or desirable to advance the objects of the Society.
- (e)** To obtain and accept money and property, real and personal from the public at large and in particular by way of subscriptions, donations, bequests, devises and the like, and to expend, invest and accumulate any funds so raised, with power to spend money in advertisements and appeals and generally for the above purposes. Provided that the Society shall not undertake any permanent trading activities in raising funds for its primary charitable objects.
- (f)** To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as would further the objects of and with a view to the promotion of its objects.

- (g)** To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may be necessary for its objects.
- (h)** To borrow or raise money for the purposes of the Society on such terms and on such security as may be determined from time to time.
- (i)** To invest the monies of the Society not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (j)** To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects.
- (k)** *[Deleted at the 2010 AGM 20.11.2010].*
- (l)** To do all such other things as are necessary to the attainment of the above objects or any of them provided that:
- (i)** In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii)** The objects of the Society shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
- (iii)** In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consents as may be required by law, and as regards any such property the Council of Management or Governing Body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

- 4** *Directors not to have a personal interest.* The income and property of the company shall be applied solely towards the promotion 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 company, and no director shall be appointed to any office of the company paid by salary or fee or receive

remuneration or other benefit in money or money's worth from the company:  
 Provided that nothing in this document shall prevent any payment in good faith by the company:

- (i) of reasonable and proper remuneration for any services rendered to the company by any member, officer or servant of the company who is not a director;
- (ii) of interest on money lent by any member of the company or director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the directors;
- (iii) of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1/100th part of the issued capital of that company;
- (iv) of reasonable and proper rent for property demised or let by any member of the company or a director;
- (v) to any director of reasonable out-of pocket expenses;
- (vi) of any premium in respect of any indemnity insurance to cover the liability of the directors 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 company:  
 Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.

5 *[Deleted at the 2007 AGM on 24.11. 2007].*

6 The liability of the members is limited.

7 Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while s/he is a member, or within one year after s/he ceased to be a member, for payment of the debts and liabilities of the Society contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment or the rights of the contributories among themselves, such amount as may be required not exceeding £1.

8 If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, and any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some charitable object.

9 True accounts shall be kept of the sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditure shall

take place, and of the property, credits and liabilities of the Society; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

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**Names, addresses and descriptions of subscribers**

Jack Sanderson (Lecturer)	58 Deyncourt Gardens, Upminster, Essex
Serena Coles (Retired Medical Social Worker)	3 Riddlesdown Avenue, Purley, Surrey CR2 1JH
Grace Smith (Retired)	15 Capstan Ride, Enfield, Middx EN2 8HU
Eva Batt (Retired)	8 Iford Close, Bournemouth
Kathleen Jannaway (Secretary)	47 Highlands Road, Leatherhead, Surrey
Robert D Hampsol (Teacher)	23 Heathcote Point, 2 Wick Road, London E9 5AY
Nigel Paul Harding (Unemployed)	22 Montague Avenue, Brockley, London SE4 1YP

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DATED this 20th day of NOVEMBER 1979

Witness to the above signatures:

Peter Fairnington	71 Byron Court, Byron Road, Harrow, Middx (Draughtsman) HA1 1JS
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## ARTICLES OF ASSOCIATION

### CONTENTS

General	6
General Meetings	7
Proceedings at General Meetings	8
Votes of Members	10
Council of Management	10
Rotation of Council of Management	11
Powers of the Council	12
Secretary	12
The Seal	12
Disqualification of Members of the Council	12
Proceedings of the Council	13
Accounts	14
Audit	15
Notices	15
Dissolution	16
Subscribers	16
Appendix – Trustee Code of Conduct	17

#### **Note**

This version of the Articles of Association incorporates the Resolutions passed at the:

- Extraordinary General Meeting held on 17.10.81
- Extraordinary General Meeting held on 9.11.85
- Extraordinary General Meeting held on 10.10.87
- Extraordinary General Meeting held on 24.9.88
- Reconvened 1991 AGM held on 18.1.92
- 1992 AGM held on 5.12.92
- 1993 AGM held on 13.11.93
- 1995 AGM held on 2.12.95
- 1999 AGM held on 20.11.99
- 2002 AGM held on 26 10.02
- 2006 AGM held on 28.10.06
- 2007 AGM held on 24.11.07
- 2008 AGM held on 22.11.08
- 2009 AGM held on 21.11.09
- 2010 AGM held on 20.11.10

**THE COMPANIES ACTS 1948–2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL**

**ARTICLES OF ASSOCIATION  
OF THE VEGAN SOCIETY**

**General**

**1** In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

<b>Words</b>	<b>Meanings</b>
The Act	The Companies Act 2006
These Articles	These Articles of Association and the regulations of the Society from time to time in force
The Society	The above-named Company
The Council	The Council of Management for the time being of the Society
The Office	The registered office of the Society
The Seal	The common seal of the Society
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or electronic media or partly one and partly another, and other modes of representing or reproducing words in a visible form

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Society shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

**2** The number or members with which the Society is proposed to be registered is unrestricted.

- 3 The Society must keep a register of members.
- 4 *[Deleted at the Reconvened 1991 AGM held on 18.1.92]*
- 5 The subscribers to the Memorandum of Association shall be members of the Society.
- 6 Any person shall become a member on payment of the membership fee which shall from time to time be set by Council, provided that s/he has declared that s/he adheres to at least a vegan diet.
- 7 A member is deemed no longer a member of the Society in the following circumstances:
  - (a) A member states in writing that s/he is resigning from the Society; or,
  - (b) A member fails to pay his/her subscription or any other sum due in respect of membership; or exceptionally,
  - (c) A member is removed from the membership by resolution of the Council, provided that the member has previously been invited to present his/her case personally at a Council meeting, or if s/he prefers, in writing. A member may be removed by a 75% majority of all Council members if his/her conduct has brought the Society into disrepute.
- 8 The Council shall have power to appoint as supporters of the Society persons or organizations who satisfy the Council in such manner as the Council may determine that they support and sympathize with the principles of the Society but are not practising vegans. Any such appointment may be for life or indefinitely or for such shorter period as the Council may determine. Supporters of the Society shall not be members of the Society.

### **General Meetings**

- 9 The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Society holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 10 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 11 The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 303 of the Act.
- 12 Twenty-one days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days

notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as other members may think fit.

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

### **Proceedings at General Meetings**

- 14** All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the declaration of the results of the Council election, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 15** *[Deleted at the 1992 AGM held on 5.12.92]*
- 15(a)** *[Deleted at the 1992 AGM held on 5.12.92]*
- 15(b)** The Editor of *The Vegan* magazine and the Treasurer shall be Council appointed Posts.
- 16** Members may nominate any full member of the Society as a patron. Nominations must be made in writing in advance of an AGM and by the deadline advertised each year. Such person need not be a member of Council.
- 17** No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided four members personally present shall be a quorum.
- 18** 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 be a quorum.
- 19** The Chair of Council or, in his/her absence, the Vice Chair of Council shall preside as Chair at every General Meeting, provided that s/he is willing to preside and the members present agree. Alternatively, the members present shall choose some other member of the Council, or if no such member be present or if all the members of the Council present decline to take the chair, they shall choose some member of the Society who shall be present to preside.

- 20** The chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 21** 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 chair thereof or by at least three members present in person, or by a member or members present in person and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

#### **Proposals for resolution**

Proposals for resolution, to be considered by Council for inclusion on the AGM agenda, must be received at the Society's office by the deadline advertised each year. Ordinary Proposals should:

- be proposed and seconded by paid-up full (not supporter) Members
- in the interests of economy and clarity, not exceed 200 words, including any supporting material
- propose some form of action
- propose one single action i.e. they must not be composite proposals
- not simply comprise a statement of opinion.

- 22** Subject to the provisions of Article 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 23** No poll shall be demanded on the election of a chair of a meeting or on any question of adjournment.
- 24** In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.
- 25** The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

### **Votes of Members**

- 26** Subject as hereinafter provided, every member shall have one vote.
- 27** Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his/her membership, shall be entitled to vote on any question at any General Meeting.
- 28** On a poll votes may be given in person or by proxy.

### **Council of Management**

- 29** Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than five nor more than twelve.
- 30** The first members of the Council shall be appointed by the Subscribers to the Memorandum and Articles of Association of the Society.
- 31** The Council may from time to time and at any time appoint any member of the Society who has been a member of the Society for not less than 12 months at the date of his/her appointment as a member of the Council, either to fill a casual vacancy or by way of addition to the Council provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his/her office only until the next Annual General Meeting but s/he shall then be eligible for re-election.
- 32** Without prejudice to the powers of the Council under Article 31 hereof the Society may appoint any person who has been a member of the Society for not less than 12 months at the date of his/her appointment to be a member of the Council either to fill a casual vacancy or as an additional member.
- 32(a)** Each year there shall be a postal and/or online election under the single transferable vote system for all vacancies on Council created by retirement by rotation, or other cause.
- (i)** Candidates shall be invited in good time, through the medium of the Society's official journal, to submit their nominations by a closing date to be set by Council. Each nomination to be duly signed by a proposer and seconder who are members and accompanied by a profile of the candidate stating, his/her full name (and any previous names), and a statement of up to 500 words, which may include: what skills, qualifications and experience s/he has that will benefit the Society; what s/he hopes to achieve as a Trustee; what are her/his reasons for being vegan; what experience s/he has of managing people and working on committees; if s/he was previously a Trustee, what s/he achieved during this time; any other information s/he considers relevant. All profiles shall be issued with the Society's Annual Report & Accounts.
- (ii)** If the number of candidates is greater than the number of vacancies, ballot papers shall be issued to members at the same time as the issue of the profiles. Each member shall be entitled to return one ballot paper which must be signed by the member, quoting membership number. Ballot

papers must be returned by a date to be set by Council, before the Annual General Meeting. The counting of the votes may be delegated to a suitable independent ballot service organisation, which shall report the results of the vote to the Secretary in advance of the AGM. If the count is not so delegated, the counting of the votes shall take place in the presence of at least two independent scrutineers, appointed by Council, who shall ensure that no mutilated, spoiled or invalid papers are counted, that only one ballot paper from each member is received and that the results of the election are declared at the AGM.

- (iii) Any motion of censure, ratified by Council after 28<sup>th</sup> October 2006, against a trustee subsequently standing for re-election will be published alongside the election statement of that Trustee presented to the membership.
- (iv) Trustees will be required to sign the code of conduct approved by the membership.

**33** No person who is not a member of the Society shall in any circumstances be deemed to hold office as a member of the Council.

### **Rotation of Council of Management**

- 33(a) (i)** At the Annual General Meeting of the Society in every year sufficient Council members must retire to ensure there are at least four vacancies to be filled. Council members must retire by the fourth AGM after their election.
- (ii)** The Members of the Council to retire in every year shall be those who have been longest in office since their last election but as between persons who became Members of the Council on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- (iii)** A retiring Member of the Council shall be eligible for re-election.
- (iv)** *[Deleted at the Reconvened 1991 AGM held on 18.1.92]*
- (v)** The Society may by ordinary resolution of which special notice has been given in accordance with section 312 of the Act, remove any Member of the Council before the expiration of his/her period of office notwithstanding anything in these Articles or in any agreement between the Society and such Member of the Council. Such removal shall be without prejudice to any claim such Member of the Council may have for damages for breach of any contract of service between him/her and the Society.
- Whenever a proposal to remove any member of the Council pursuant to article 33(a)(v) is to be considered by the members, ballot papers shall be sent to all members together with the special notice of such resolution to enable members to vote on the proposed resolution by post. The provisions of article 32(a)(ii) relating to the sending out, return and counting of ballot papers shall apply mutatis mutandis.
- (vi)** *[Deleted at the Reconvened 1991 AGM held on 18.1.92]*

### **Powers of the Council**

- 34** The business of the Society shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Society as they think fit, and may exercise all such powers of the Society (including the determination of any joining fee and annual subscription) and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by statute or by these present required to be exercised or done by the Society in General Meeting, subject nevertheless to these Articles, to the provisions of the statutes for the time being in force and affecting the Society, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General Meeting, but 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.
- 35** The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council 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.

### **Secretary**

- 36** The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Council may from time to time by resolution appoint an assistant or deputy Secretary, any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

### **The Seal**

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

### **Disqualification of Members of the Council**

- 38** The Office of a Member of the Council shall be vacated:
- (a)** If a receiving order is made against him/her or s/he makes any arrangement or composition with his/her creditors.
  - (b)** If s/he becomes of unsound mind.

- (c) If s/he ceases to be a Member of the Society.
- (d) If by notice in writing to the Society s/he resigns his office.
- (e) If s/he ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director.  
Is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- (f) If s/he is removed from office by a resolution duly passed pursuant to sections 168 and 169 of the Act.
- (g) For any conduct which brings the Society into disrepute subject to the terms of 33(v).

### **Proceedings of the Council**

- 39** The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Four shall constitute a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.
- 40** A minimum of four members of the Council may, and on the request of those members 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.
- 41** The Council shall elect a Chair and Vice Chair and may determine for what period each is to hold office. The Chair shall preside at all meetings of Council, at which s/he is present or, in his/her absence, the Vice Chair. If at any meeting neither the Chair nor Vice Chair is present within five minutes after the time appointed for holding the meeting, the members of Council shall choose one of their number to be Chair of the meeting.
- 42** 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.
- 43** 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 exercise 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. Provided that all acts and proceedings of all such Committees shall be reported back to the Council as soon as possible.
- 44** All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the

appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

- 45** (i) The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

(ii) All such minutes shall be published to The Vegan Society's website, currently [www.vegansociety.com](http://www.vegansociety.com), and in any other manner such as Council sees fit, within one month of the date of any above said meeting (hereafter known as the 'public version' of the minutes). The Council will be entitled to remove any confidential items, such as those of a commercially sensitive nature or to do with personnel matters, from the public version of the minutes.

- 46** 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 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.

The Chair may call an e-vote on a particular matter. Any Trustee may veto an e-vote and the matter will be placed on the agenda of the next Council meeting. On occasion an emergency e-vote may be necessary, as when a matter is time-critical. An emergency e-vote may only be vetoed, deferred or amended with majority Council support.

- 47** Trustees with partners in an established relationship or immediate family members on Council (i) will declare such relationships at meetings where it could be considered relevant; (ii) will not vote on issues pertaining to each other, such as nominations.

Candidates for (re-)election to Council will state in their nomination profile if such a partner/relative of theirs remains on Council or is also standing.

### **Accounts**

- 48** The Council shall cause proper records of account to be kept with respect to:

**(a)** all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;

**(b)** all sales and purchases of goods by the Society; and

**(c)** the assets and liabilities of the Society.

Proper records shall not be deemed to be kept if there are not kept such records 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.

- 49** The records of account shall be kept at the office, or, subject to section 388 of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
- 50** The Society in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Society or any of them, and subject to such conditions and regulations the accounts and records of the Society shall be open to the inspection of members at all reasonable times during business hours.
- 51** At the Annual General Meeting in every year the Council shall lay before the Society a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Society) made up to date not more than five months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force), and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 424 of the Act, be made available to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection at the meeting.

#### **Audit**

- 52** 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.
- 53** Auditors shall be appointed and their duties regulated in accordance with sections 485 and 495 to 499 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

#### **Notices**

- 54** A notice may be served by the Society upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
- 55** Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him/her, shall be entitled to have notices served upon him/her at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Society.
- 56** Any notice, if served by post, shall be deemed to have been served two days after the letter containing the same is put into the post, and in proving such service it

shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

### **Dissolution**

- 57** Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

#### **Names, addresses and descriptions of subscribers**

Jack Sanderson (Lecturer)	58 Deyncourt Gardens, Upminster, Essex
Serena Coles (Retired Medical Social Worker)	3 Riddlesdown Avenue, Purley, Surrey CR2 1JH
Grace Smith (Retired)	15 Capstan Ride, Enfield, Middx EN2 8HU
Eva Batt (Retired)	8 Iford Close, Bournemouth
Kathleen Jannaway (Secretary)	47 Highlands Road, Leatherhead, Surrey
Robert D Hampsol (Teacher)	23 Heathcote Point, 2 Wick Road, London E9 5AY
Nigel Paul Harding (Unemployed)	22 Montague Avenue, Brockley, London SE4 1YP

DATED this 20th day of NOVEMBER 1979

Witness to the above signatures:

Peter Fairington	71 Byron Court, Byron Road, Harrow, Middx (Draughtsman) HA1 1JS
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## Appendix

### Trustee code of conduct

I will respect and uphold the values of The Vegan Society within the laws of the United Kingdom and in accordance with democratic procedures.

#### GENERAL

- I will act within the Memorandum and Articles of Association of The Vegan Society and the law, and abide by the policies and procedures of the Society. This includes having a knowledge of the Memorandum and Articles of Association and relevant policies and procedures.
- I will support the objects and mission of The Vegan Society, championing it, using any skills or knowledge I have to further that mission and seeking expert advice where appropriate.
- I will be an active trustee, making my skills, experience and knowledge available to the Society and seeking to do what additional work I can outside trustee meetings, including sitting on sub-committees.
- I will respect Society, Council and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.
- I will develop and maintain a sound and up-to-date knowledge of The Vegan Society and its environment. This will include an understanding of how the Society operates, the social, political and economic environment in which it operates and the nature and extent of its work.
- I will use The Vegan Society's resources responsibly, and when claiming expenses will do so in line with the Society's procedures.
- I will seek to be accountable for my actions as a trustee of The Vegan Society, and will submit myself to whatever scrutiny is appropriate.
- I accept my responsibility to ensure that The Vegan Society is well run and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.

#### MANAGING INTERESTS

- I will not gain materially or financially from my involvement with The Vegan Society unless specifically authorised to do so.
- I will act in the best interests of The Vegan Society as a whole, considering what is best for the Society and will avoid bringing the Society into disrepute.
- Unless authorised, I will not put myself in a position where my personal interests conflict with my duty to act in the interests of the Society.

Where there is a conflict of interest I will ensure that this is managed effectively in line with Society policy. I understand that a failure to declare a conflict of interest may be considered to be a breach of this code.

## **MEETINGS**

- I will attend all appropriate meetings and other appointments at The Vegan Society or give apologies. If I cannot regularly attend meetings I will consider whether there are other ways I can engage with The Vegan Society.
- I will prepare fully for all meetings and work for The Vegan Society. This will include reading papers, querying anything I do not understand, thinking through issues before meetings and completing any tasks assigned to me by the agreed time.
- I will actively engage in discussion, debate and voting in meetings; contributing in a considered and constructive way, listening carefully, challenging sensitively and avoiding conflict.
- I will participate in collective decision making, accept a majority decision of the Council and will not act individually unless specifically authorised to do so.

## **GOVERNANCE**

- I will actively contribute towards improving the governance of the Council of Management, participating in induction and training and sharing ideas for improvement with the Council.

## **RELATIONS WITH OTHERS**

- I will endeavour to work considerately and respectfully with all those I come into contact with at The Vegan Society, I will respect diversity, different roles and boundaries, and avoid giving offence.
- I recognise that the roles of trustees, volunteers and staff at The Vegan Society are different, and I will seek to understand and respect the difference between these roles. Where I also volunteer with the Society I will maintain the separation of my role as a trustee and as a volunteer.
- I will seek to support and encourage all those I come into contact with at The Vegan Society. In particular I recognise my responsibility to support the Chair and the senior staff members.
- I will not make public comments about The Vegan Society unless authorised to do so. Any public comments I make about the Society will be considered and in line with Society policy, whether I make them as an individual or as a trustee.

## **BREACHES OF DUTY**

- I understand that if Council considers that through serious breach of this code or otherwise I am failing in my duties as a director of the Society then Council will use its powers under the Articles and company law to ensure that this failing is corrected and that the interests of the Society are protected.

**LEAVING THE COUNCIL**

- If I wish to cease being a trustee of The Vegan Society at any time, other than retiring by rotation, I will inform the Chair in advance in writing, stating my reasons for leaving.

Signed

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Name ..... Date  
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