

# **ABPS**

## **CONSTITUTION**

**adopted JULY 2014**

The Association of British Philatelic Societies Ltd

# Articles of ABPS Limited

The Companies Act 1985  
(As amended by the Companies Act 1989)  
Company Limited by Guarantee  
and Not Having a Share Capital

ARTICLES OF ASSOCIATION  
of  
THE ASSOCIATION OF BRITISH PHILATELIC SOCIETIES LIMITED

## DEFINITIONS AND INTERPRETATION

### 1 In these Articles:

“the Act” means	the Companies Act 1985, 1989 and 2006 as amended or extended by any other enactment for the time being in force;
“the Board” means	the Board of Directors of the Company appointed at an Annual General Meeting or otherwise in accordance with these articles;
“the Committee” means	the Management Committee of the Company;
“the Seal” means	the common seal of the Company;
“the Secretary” means	any person appointed to perform the duties of the Secretary of the Company;
“the United Kingdom” means	Great Britain and Northern Ireland;
“Association” means	the Company intended to be regulated by these Articles.

2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these Articles became binding on the Association.

#### 4 OBJECTS

The Association is established for the objects expressed in the Memorandum of Association.

#### 5 MEMBERS

Membership of the Association shall be open to County/Regional Federations, and all affiliated Philatelic Societies within the United Kingdom and their members and ex officio to all Regional Federations which shall have the right to send a representative to meetings of the Association who may speak at such meetings but not vote.

6 The Board may at any time in its absolute discretion refuse to admit to membership of the Association any person or Philatelic Society, to refuse a contribution or donation, and in the event of any refusal as aforesaid the Board shall be under no obligation whatsoever to give or publish any reasons for such refusal.

7 The Board may at any time and from time to time pass a resolution or resolutions making or altering the conditions or qualifications for membership of the Association and in particular, but without prejudice to the generality of the foregoing, pass a resolution or resolutions:-

- (a) specifying that certain procedural requirements or other conditions shall be satisfied by applicants for membership of the Association;
- (b) prescribing a fee or fees to be paid to the Association by Members in their different categories on being accepted to membership to the Association or to be paid by Members to the Association as an annual contribution or for any other reason whatsoever;

- (c) specifying the terms and conditions on which Members (in their different categories) may be expelled from membership of the Association. Notwithstanding anything in this part of the Clause any Member shall automatically cease forthwith to be a Member of the Association who becomes for a period of six (6) months in arrears in respect of any fee or contribution which is liable to be paid by virtue of any resolution of the Board made under sub-paragraph (b) above.
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- 8 The rights and privileges of Membership are not transferable and no person claiming under any Member shall have any right to any of the benefits arising out of membership of the Association.
  - 9 Termination of membership from any cause whatever shall be without prejudice to the rights of the Association against the said Member in respect of their obligations to the Association under this Constitution or otherwise prior to there ceasing to be a Member.
  - 10 Any Member, in any category, may withdraw from the Association by giving notice in writing to the Secretary of their intention to do so, and upon receipt of the notice they shall cease to be a Member.
  - 11 Any Member, in any category, ceasing to be a Member of the Association shall forfeit all interest in the funds and property of the Association and all claims to the rights and privileges thereof or to the repayment of any contribution already paid.
  - 12 Any annual contributions of Members and all other funds of the Association (except trust funds and donations accepted for some specific purpose or purposes) shall be available for the ordinary purposes of the Association including the expenses of the management thereof. The Board shall have power to accept from any member or non-member donations either for general or specific purposes and may allocate any funds of the Association at its discretion to any Committee of the Association for its use or benefit.
  - 13 Every Member in any category undertakes to further the objects and interests of the Association and to maintain its influence and prestige and not to injure the Association by divulging information of a confidential character obtained

from or through the Association or by reason of membership of the Association and further undertakes to pay and make good to the Association any loss or damage which the Association may suffer through any act or default of such Member which shall be a breach of any provision of this Constitution or of any agreement or regulation of the Association for the time being in force.

## **THE BOARD**

- 14 There shall be a Board for the management of the affairs of the Association.
- 15 The Board shall consist of not more than ten (10) Members, who shall from amongst their number nominate a Chairman and a Vice- Chairman of the Board to be elected each year at the Annual General Meeting or, in the case of a vacancy, appointed by the Board, all of whom shall hold office until the next Annual General Meeting when they shall retire but all shall be eligible for re-election.
  - (a) No person shall be disqualified from being elected, appointed or re-elected a Director in accordance with the provisions of these Articles by reason of having attained the age of seventy years, or any other age, nor shall special notice or other special formality be required on that account. No Director shall vacate his office by reason of his age.
  - (b) Any Director shall cease to hold his office:-
    - (i) if the Director becomes bankrupt or a receiving order is made against the Director or the Director makes any arrangement or composition with his/her creditors;
    - (ii) if the Director becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;

- (iii) if by notice in writing to the Society he/she resigns his/her office;
- (iv) if the Director becomes prohibited or disqualified from holding office by reason of provision in any law, or order made by any court; or
- (v) if he/she is removed from office by an ordinary resolution of the Association duly passed pursuant to the provisions of the Act.

- 16 The Board may appoint an Honorary Secretary and/or may appoint an Honorary Assistant Secretary, an Honorary Treasurer and/or an Honorary Assistant Treasurer, an Honorary Editor and/or such other Officers as may from time to time become necessary, all of whom will on appointment be ex-officio members of the Board, but will have no votes if they are remunerated in respect of the office which they hold. Any Honorary Secretary, Honorary Assistant Secretary, Honorary Treasurer or Honorary Assistant Treasurer or Honorary Editor may be remunerated by the Association on such terms as may be determined by the Board.
- 17 The Board may appoint a President and a Vice President who will on appointment be ex-officio members of the Board but will have no votes. The Board may create a number of Honorary posts to reward service to the Association.
- 18 The Board may at any time dismiss any of its Officers.
- 19 The Board shall have power at any time, and from time to time, to co-opt an additional Member or Members to serve for one year at a time on the Board , but there shall not be more than four such co-opted members of Board at any one time. Co-opted members will not be entitled to vote at Board Meetings.
- 20 The members of the Board and the Officers, other than the Honorary Secretary, Honorary Assistant Secretary, Honorary Treasurer, Honorary Assistant Treasurer and Honorary Editor, shall not be entitled to any remuneration for their services, but may be entitled to repayment of expenses incurred wholly, exclusively and necessarily in the performance of their duties.

- 21 The determination of general policy and the control of the business of the Association shall be undertaken by the Board which may pay any expenses incurred in promoting the Association.
- 22 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed and otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
- 23 The Board shall cause minutes to be made in books provided for that purpose:-
- (a) of all appointments of Officers made by the Board;
  - (b) of the names of the members of the Board and of the Officers present at each meeting of the Board and of any Committee of the Board;
  - (c) of all resolutions and proceedings of all meetings of the Association and of the Board and of Committees of the Board;
  - (d) every Member of the Board and every Officer present at any meeting of the Board or Committee of the Board shall sign their name in the book to be kept for that purpose.
- 24 (a) The Board will normally meet together at least once per year for the despatch of business, adjourn, and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes unless a decision is taken in accordance with Article 24(b). In the case of an equality of votes the Chairman for the time being of the Board shall have a second or casting vote.
- (b) (i) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on the matter.
  - (ii) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

- (iii) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
  - (iv) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.
- 25 Any five members of the Board may, and the Secretary on the requisition of any five members of the Board shall at any time summon a meeting of the Board.
- 26 The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be one third (1/3) of the number currently entitled to attend.
- 27 If at any meeting of the Board the Chairman or Vice Chairman is not present then the Members of the Board shall elect one of their number to be Chairman of the Meeting.
- 28 The Board may delegate any of its powers to Committees or Sub-Committees consisting of such Member or Members of the Association as it thinks fit. Any Committee or Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it by the Board.
- 29 The Board shall appoint the Chairman of any committee formed under Article 28 above or may delegate such election to the Committee. At least one member of any sub-committee must be a member of Board.
- 30 Committees and Sub-Committees shall have the right to appoint working parties.
- 31 If the Chairman of any Committee or Sub-Committee fails to attend any meeting of the Committee or Sub-Committees those present shall elect one of their number to act as Chairman



## GENERAL MEETINGS

- 32 The Association shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen (15) months shall elapse between the date of one Annual General Meeting and that of the next. Provided that so long as the Association holds its first Annual General Meeting within eighteen (18) months of its formation it need not hold it in the year of its formation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
- 33 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 34 The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, in addition the Secretary shall within 21 days of receiving a written request so to do signed by not less than twenty (20) members of the Association, giving reasons for the request, call an Extraordinary General Meeting of the Association to consider the business specified on the notice of meeting and for no other purpose.
- 35 The Annual General Meeting shall be held at such time and place as the Board shall determine. At least twenty-one (21) days notice shall be given by the Secretary to members.
- 36 Members eligible to attend Annual General and Extraordinary General Meetings are defined as:-
  - (a) Members of the Board.
  - (b) Honorary Officers.
  - (c) One Representative from each Member Society.
  - (d) One Representative from each Regional Federation subject as provided in Article 5.
  - (e) Such other persons as the Board shall from time to time invite.
- 37 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting, by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

- 38 The business of each Annual General Meeting shall be to consider the Annual Report of the Board, which shall incorporate consideration of the accounts, balance sheet, reports of the Honorary Treasurer and Auditors, the appointment and the fixing of the remuneration of the Auditors, the election of the Directors by ordinary resolution and such other business as has been notified to the Secretary not later than fourteen (14) days before the date of the meeting (any matter involving a formal resolution must be signed by a proposer and seconder).
- 39 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business: save as herein otherwise provided, twenty (20) five (5) Members entitled to attend and vote at the meeting and present in person shall be a quorum.
- 40 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon application from members of the Association, 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 Chairman of the meeting shall appoint, 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.
- 41 The Chairman of the Board shall preside as Chairman at every General Meeting of the Association, or if they are unwilling to act the Vice Chairman, or if neither are prepared to act, then the members present shall elect one of their number to be Chairman at the Meeting.
- 42 The Chairman may, with the consent of any meeting at which a quorum is present, (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place or place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

- 43 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 on the declaration of the result of the show of hands) demanded:-
- (i) by the Chairman of the Meeting; or
  - (ii) by at least five (5) Members entitled to attend and vote and present in person.
- 44 Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 45 If a poll is demanded it shall be taken in such manner as the Chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 46 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the poll is demanded, shall be entitled to a second or casting vote.

## **VOTES OF MEMBERS**

- 47 Each member entitled to attend Annual and Extraordinary General Meetings of the Association shall be entitled to one vote.
- 48 No member shall be entitled to vote at any meeting unless all subscriptions, contributions and moneys presently payable by them or the body of which they are a Representative, to the Association have been paid.
- 49 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 given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting, whose decision shall be final.

- 50 On every poll votes may be given either personally or by proxy.
- 51 The instrument appointing a proxy shall be in writing under the hand of the appointer. A proxy need not be a member of the Association.

## **ACCOUNTS**

- 52 The Board shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Association;
  - (c) the assets and liabilities of the Association.
- 53 Proper books shall not be deemed to be kept if they are not kept in such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.
- 54 The books of account shall be kept at such place or places as the Board thinks fit and shall always be open to the inspection of any of the members of the Board or of any of its officers.
- 55 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and the books of the Association shall be open to the inspection of Members not being Members of the Board or Officers.
- 56 A copy of every income and expenditure account and balance sheet which is to be laid before the Association at the Annual General Meeting, together with a copy of the Auditors Report, shall not less than twenty-one (21) days before the date of the meeting be made available for inspection by any Member of the Association at the principal office of the Association.
- 57 Any surplus made by the Association shall be carried forward and be added to the general funds of the Association and shall not be distributed among the Members or otherwise.

- 58 At least once in every year the accounts of the Association shall be prepared prior to the submission of the accounts to the Annual General Meeting.

## **INDEMNITY**

- 59 Every member of the Board and every Officer of the Association shall be entitled to be indemnified out of the assets of the Association against all losses or liabilities incurred by them in or about the execution of their office or otherwise in relation thereto.

## **DISSOLUTION**

- 60 If the Board by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association it shall call an Extraordinary General Meeting of all Members of the Association who have power to vote of which meeting not less than twenty-one (21) days notice shall be given (stating the terms of the Resolution to be proposed thereat). If such decision shall be confirmed by a three-fourths majority of those present and voting at such meeting the Board shall have power to dispose of the assets held by or in the name of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be distributed as the Board shall determine.

## **ALTERATIONS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

- 61 Any proposal to alter this document must be delivered in writing to the Secretary of the Association not less than twenty-eight (28) days before the date of the meeting at which it is first to be considered. Any alteration will require the approval of both:-
- (a) a simple majority of members of the Board present and voting at a Board meeting;
  - (b) a three-fourths majority of members of the Association entitled to attend and vote present and voting at a general meeting of the Association;

- (c) Notice of such meeting must have been given in accordance with Article 34 above, giving the wording of the proposed amendments

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **Indemnity**

- 62 (a) Subject to paragraph (2), a relevant director of the Association or an associated company may be indemnified out of the Association assets against:-
- (i) any liability incurred by that director in connection with any negligence, default, breach of duty of trust in relation to the company or an associated company,
  - (ii) any liability incurred by that director in connection with the activities of the Association or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
  - (iii) any other liability incurred by that director as an officer of the company or an associated company.
- (b) This article does not authorise any indemnity which would be prohibited or rendered void by:-
- any provision of the Companies Acts or by any other provision of law.
- (c) In this article:-
- (i) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
  - (ii) a "relevant director" means any director or former director of the Association or an associated company.

## Insurance

- 63 (a) The directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.
- (b) In this article:-
- (i) a “relevant director” means any director or former director of the Association or an associated company,
  - (ii) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Association, any associated company or any pension fund or employees’ share scheme of the Association or associated company, and
  - (iii) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.