

The Companies Acts 1985 To 2006

**Company Limited By Guarantee And
Not Having A Share Capital**

Memorandum and Articles of Association

of

**The National Association of
Decorative & Fine Arts Societies**

BATES, WELLS & BRAITHWAITE
10 Queen Street Place
London
EC4R 1BE

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

Signatures, Names and Addresses of Subscribers

Guarantee

1. Signature:

£1

Mrs. Elizabeth Stephens
The Little House
Slade Oak Lane
Denham UB9 5DN
(Chairman, Chiltern DFAS)

Date:

Witness to the above signature:

Signature:

Name:

Address:

Occupation:

JK

2. Signature:

£1

Dr. Alison Maguire
South Weston Cottage
South Weston
Nr. Thame OX9 7EF
(Chairman, Vale of Aylesbury DFAS)

Date:

Witness to the above signature:

Signature:

Name:

Address:

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3. Signature:

£1

Mrs. Caroline Burton
Vineyard
Well End
Bourne End SL8 5PB
(Chairman, Thames DFAS)

Date:

Witness to the above signature:

Signature:

Name:

Address:

Occupation

JR

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**Articles of Association
of
The National Association of
Decorative & Fine Arts Societies**

**BATES WELLS BRAITHWAITE LONDON LLP
10 Queen Street Place
London
EC4R 1BE**

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**Company Limited By Guarantee And
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Articles of Association

of

The National Association of Decorative & Fine Arts Societies

INTERPRETATION

1. Defined Terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

2. Objects

NADFAS's objects are:

- a. the promotion and advancement of the education of the public in the cultivation, appreciation and study of the decorative and fine arts;
- b. the conservation and preservation of the artistic heritage of the United Kingdom and other countries for the benefit of the public; and
- c. the advancement of the arts, culture and heritage, in particular, but without limitation, the decorative and fine arts.

3. Powers

To promote its objects but not for any other purpose NADFAS may:-

- 3.1 encourage and assist in the formation of Societies having objects similar to those of NADFAS;
- 3.2 give guidance, advice and assistance to such Societies having similar objects as may become Member Societies and to co-ordinate the functions of Member Societies by promoting meetings or otherwise;
- 3.3 issue from time to time and at such cost to Member Societies as may be necessary, a directory of lecturers and any other publications for the assistance of Member Societies and write, make, commission, print, publish or distribute other written materials, recorded in or on any format, or assist in these activities;

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- 3.4 organise Members to give assistance in houses of historic or artistic interest, museums, churches, exhibitions and other places where such assistance is required and to make such arrangements as may be necessary, including the provision of courses of instruction for such Members;
- 3.5 further the education of children by means of talks, visits to houses, museums and other places of interest;
- 3.6 present exhibitions or artistic performances of an educational character;
- 3.7 promote, initiate, develop and carry out education and training and arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays or classes;
- 3.8 promote, encourage, carry out or commission research, surveys, studies or other work, publishing the useful results;
- 3.9 purchase, lease, hire, receive in exchange or as a gift any interest whatever in real or personal property and equip it for use and construct, maintain, alter and equip any building or facilities;
- 3.10 sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power NADFAS must comply as appropriate with the Charities Act 2011);
- 3.11 borrow or raise and secure the payment of money for any purpose including the purposes of investment or of raising funds, including charging property as a security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (NADFAS must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.12 raise funds and invite and receive contributions from any person(s) provided that NADFAS shall not undertake any permanent trading activities in raising funds;
- 3.13 carry on trade in the course of carrying out any of its objects;
- 3.14 carry on temporary trade ancillary to carrying out its objects which is not expected to give rise to taxable profits;
- 3.15 incorporate and acquire wholly owned subsidiary companies to carry on any trade;
- 3.16 enter into contracts to provide services to or on behalf of other bodies;
- 3.17 employ and pay employees and professional or other advisors;
- 3.18 grant pensions and retirement benefits to employees of NADFAS and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of NADFAS and their dependants;

- 3.19 establish, promote, support, aid, amalgamate, merge or co-operate with, become a part or member, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charitable institutions whether corporate or unincorporate with objects similar to its objects and subscribe, lend or guarantee money to such charitable institutions;
- 3.20 undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 3.21 invest and deal with NADFAS's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.22 set aside funds for special purposes or as reserves against future expenditure;
- 3.23 arrange for investments or other property of NADFAS to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.24 lend money and give credit to, take security for such loans or credit and guarantee and become or give security for the performance of contracts by any person or company;
- 3.25 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute promissory notes, bills of exchange and other negotiable instruments;
- 3.26 purchase or acquire or undertake all or any of the property, assets, liabilities and engagements of any charitable institutions whether corporate or unincorporate with objects similar to NADFAS's objects;
- 3.27 pay out of its funds the costs of forming and registering NADFAS;
- 3.28 insure the property of NADFAS against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect NADFAS;
- 3.29 provide indemnity insurance for the Trustees or other officer of NADFAS in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to "charity trustees" in the said Section 189(1) shall be treated as references to officers of NADFAS);
- 3.30 alone or other with organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;
- 3.31 do all such other lawful things as shall further NADFAS's objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 the income and property of NADFAS shall be applied solely towards the promotion of its objects.

Permitted benefits to Voting Members

- 4.2 No part of the income and property of NADFAS shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Voting Members. This shall not prevent payment in good faith by NADFAS of:-
- 4.2.1 any payments made to any Voting Member in his, her or its capacity as a beneficiary of NADFAS;
 - 4.2.2 reasonable and proper remuneration to any Voting Member for any goods or services supplied to NADFAS (including services performed by the Voting Member under a contract of employment with NADFAS), provided that if such Voting Member is a Trustee Articles 4.3 and 4.4 shall apply;
 - 4.2.3 reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any Voting Member, Secretary or employee of NADFAS;
 - 4.2.4 the costs of insurance for Member Societies and Overseas Member Societies and their members;
 - 4.2.5 interest on money lent to NADFAS at a reasonable and proper rate per annum;
 - 4.2.6 reasonable and proper rent for premises let to NADFAS;
 - 4.2.7 any payments to a Voting Member who is also a Trustee which are permitted under Articles 4.3 or 4.4.

Permitted benefits to Trustees and Connected Persons

- 4.3 No Trustee may:

- 4.3.1 sell goods, services or any interest in land to NADFAS;
- 4.3.2 be employed by, or receive any remuneration from, NADFAS; or
- 4.3.3 receive any other financial benefit from NADFAS;

unless the payment is permitted by Articles 4.4, 4.5 or authorised by the court or the Charity Commission.

- 4.4 A Trustee may receive the following benefits from NADFAS:

- 4.4.1 a Trustee or person Connected to a Trustee may receive a benefit from NADFAS in his, her or its capacity as a beneficiary of NADFAS;
- 4.4.2 a Trustee or person Connected to a Trustee may be reimbursed by NADFAS for, or may pay out of NADFAS's property, reasonable expenses properly incurred by him, her or it when acting on behalf of NADFAS;

- 4.4.3 a Trustee or person Connected to a Trustee may be paid reasonable and proper remuneration by NADFAS for any goods or services supplied to NADFAS on the instructions of the Trustees (excluding, in the case of a Trustee, the service of acting as Trustee and services performed under a contract of employment with NADFAS) provided that this provision and Article 4.5.3 may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is a person Connected to that Trustee);
- 4.4.4 a Trustee or person Connected to a Trustee may receive interest at a reasonable and proper rate on money lent to NADFAS;
- 4.4.5 a Trustee or person Connected to a Trustee may receive reasonable and proper rent for premises let to NADFAS;
- 4.4.6 NADFAS may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.29; and
- 4.4.7 a Trustee or other officer of NADFAS may receive payment under an indemnity from NADFAS in accordance with the indemnity provisions set out at Article 6;

provided that where benefits are conferred under Article 4.4, Article 41 (Conflicts of Interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

4.5 A Trustee may receive the following benefits from any Subsidiary Company:

- 4.5.1 a Trustee or a person Connected to a Trustee may receive a benefit from any Subsidiary Company in his, her or its capacity as a beneficiary of the Company or of any Subsidiary Company;
- 4.5.2 a Trustee or a person Connected to a Trustee may be reimbursed by any Subsidiary Company for, or may pay out of any Subsidiary Company's property, reasonable expenses properly incurred by him, her or it when acting on behalf of any Subsidiary Company;
- 4.5.3 a Trustee or a person Connected to a Trustee may be paid reasonable and proper remuneration by any Subsidiary Company for any goods or services supplied to any Subsidiary Company (excluding, in the case of a Trustee, the service of acting as Trustee and services performed under a contract of employment with the Subsidiary Company), with the prior approval of the Trustees, provided that this provision and Article 4.4.3 may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person Connected to that Trustee);
- 4.5.4 a Trustee or a person Connected to a Trustee may, with the prior approval of the Trustees, receive interest at a reasonable and proper rate on money lent to any Subsidiary Company;

- 4.5.5 a Trustee or a person Connected to a Trustee may, with the prior approval of the Trustees, receive reasonable and proper rent for premises let to any Subsidiary Company;
- 4.5.6 any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers; and
- 4.5.7 a Trustee or a person Connected to a Trustee may receive payment under an indemnity from any Subsidiary Company in accordance with the constitution of the relevant Subsidiary Company;

provided that the affected Trustee may not take part in any decision of the Trustees to approve a benefit under Articles 4.5.3, 4.5.4 or 4.5.5.

- 4.6 If NADFAS is registered with the Office of Scottish Company Regulator the additional requirements under s.67 of the Charities and Trustee Investment (Scotland) Act 2005 must be complied with.

5. Liability of Voting Members

- 5.1 The liability of the Voting Members is limited.
- 5.2 Every Voting Member undertakes to contribute such amount as may be required, not exceeding £1, to NADFAS's assets if it should be wound up while he, she or it is a Voting Member or within one year after he, she or it ceases to be a Voting Member:-
 - 5.2.1 for the payment of NADFAS's debts and liabilities contracted before he, she or it ceased to be a Voting Member;
 - 5.2.2 for the costs, charges and expenses of winding up; and
 - 5.2.3 for the adjustment among themselves of the rights of persons who have contributed to NADFAS's assets.

6. Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall be indemnified out of the assets of NADFAS in relation to any liability incurred by him or her but only to the extent permitted by the Acts; and every other officer of NADFAS may be indemnified out of the assets of NADFAS, but only to the extent permitted by the Acts.

MEMBERSHIP

7. Categories of Members

- 7.1 The Members shall be divided into two classes;
 - 7.1.1 voting (for the avoidance of doubt each Voting Member shall have one vote); and

- 7.1.2 non voting (for the avoidance of doubt Non-Voting Members shall not be members of NADFAS for the purposes of the Acts).

7.2 Voting Members shall comprise;

- 7.2.1 Member Societies;
- 7.2.2 Overseas Member Societies;
- 7.2.3 Group Associate Members;

and such other categories as the Voting Members shall by special resolution determine.

7.3 Non Voting Members shall comprise:

- 7.3.1 Individual Members;
- 7.3.2 Individual Affiliate Members;
- 7.3.3 Institutional Members,

and such other categories as the Trustees shall determine.

8. Admission to Membership

8.1 The subscribers to the Memorandum and such other persons as are admitted as Members in accordance with the Articles shall be the Members.

8.2 The Board shall consider any person's application to become a Member and may admit them as Members, if it thinks fit.

8.3 All members (whether full, or otherwise defined) of Member Societies and Overseas Member Societies shall be automatically admitted as Individual Members.

8.4 The Board may in its absolute discretion decline to accept any person as a Member and need not give reasons for so doing.

8.5 The Board may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as Members.

8.6 All Voting Members which are incorporated may by resolution of their directors or other governing body authorise a person or persons to act as their authorised representative (the "Representative") at any meeting of NADFAS. Evidence of the appointment of the Representative must be provided in the form of:

- 8.6.1 an original or certified copy of the resolution of the directors or other governing body of the Member;
- 8.6.2 a letter confirming the appointment of the Representative on the letterhead of the Member signed by a duly authorised individual and submitted with evidence of the authority under which it was signed; or

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8.6.3 such other form as the Trustees may reasonable require.

- 8.7 A person authorised under Article 8.6 may exercise (on behalf of the Member) the same powers as the Member could exercise if it were an individual Member.
- 8.8 All Voting Members which are unincorporated shall be a Member through the person of its chairman/nominated representative from time to time. Every such organisation must notify NADFAS in writing of the name of its chairman/nominated representative (the "Representative") and may subject to the Trustees' right to decline to accept any person as a Member, replace such nominated representative at any time by giving notice to NADFAS. The membership rights may be exercised by the chairman/nominated representative or by the organisation which he or she represents.

Register of Members

- 8.9 The Secretary shall maintain the Register. The Register shall include, where relevant, details of the chairman/nominated representative which is a Member of NADFAS on behalf of an unincorporated organisation under Article 8.8.

9. Termination of Membership

- 9.1 Membership shall not be transferable.
- 9.2 A Member shall cease to be a Member:-
- 9.2.1 In the case of a Voting Member on the expiry of at least six months' written notice to NADFAS of its intention to withdraw;
 - 9.2.2 If any subscription or other sum payable by the Member to NADFAS is not paid on the due date and remains unpaid seven days after notice served on the Member by NADFAS informing it that it will be removed from membership if it is not paid. The Trustees may re-admit to membership any person removed from membership on this ground on it paying such reasonable sum as the Trustees may determine;
 - 9.2.3 In the case of any Voting Member if he, she or it becomes bankrupt or makes any arrangement or composition with his, her or its creditors generally or it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or an order is made or a resolution passed for its winding up; or
 - 9.2.4 If the Member, being an individual, dies.
 - 9.2.5 In the case of an Individual Member automatically if he or she ceases to be a member of any Member Society or Overseas Member Society
 - 9.2.6 If the Member is a member on behalf of an unincorporated organisation under Article 8.8 and the unincorporated organisation ceases to exist.

- 9.2.7 If, at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed by a two thirds majority of the Trustees present and voting resolving that the Member be expelled. Such a resolution shall not be passed unless the Member has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. A Member expelled by such a resolution shall nevertheless remain liable to pay to NADFAS any subscription or other sum owed by him, her or it.

On termination of membership any Member Society or Overseas Member Society shall forthwith cease to use the description or title "Decorative & Fine Arts Society" or any colourable imitation of such description or title.

10. Subscriptions

- 10.1 The Trustees may in their discretion levy subscriptions on all Members at such rates as they shall decide and may charge different rates to different categories of Members.

11. Patrons, Presidents and Vice Presidents

- 11.1 The Trustees may appoint and remove any person as a Patron, President or any number of Vice Presidents as they may think fit from time to time. The office of Patron President and Vice President shall be appointed for such periods as the Trustees shall think fit. The roles of Patrons Presidents and Vice Presidents shall be as determined by the Trustees from time to time.
- 11.2 A Patron, President or Vice President shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of NADFAS as if a Member and shall also have the right to receive accounts of NADFAS when available to Members.

ORGANISATION OF GENERAL MEETINGS

12. Annual General Meeting

NADFAS shall hold an annual general meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the Trustees shall think suitable.

13. Other General meetings

- 13.1 The Trustees may call a general meeting at any time.
- 13.2 The Trustees shall call a general meeting if required to do so by the Voting Members under the Acts.

14. Length of Notice

All general meetings must be called by either:

- 14.1 At least 28 clear days' notice; or
- 14.2 Shorter notice if it is so agreed by a majority in number of the Voting Members having a right to attend and vote at that meeting. Any such majority must together represent at least 90 per cent of the total Voting Member rights at that meeting of all the Voting Members.

15. Contents of Notice

- 15.1 Every notice calling a general meeting shall specify the place, day and time of the meeting, the general nature of the business to be transacted.
- 15.2 In every notice calling a meeting of NADFAS there must appear with reasonable prominence a statement informing the Voting Members of the right to appoint a proxy to attend, speak and vote at meetings on his or her behalf.
- 15.3 If a special resolution is to be proposed, the notice shall contain a statement to that effect.
- 15.4 If NADFAS gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

16. Service of Notice

Notice of general meetings shall be given to every Voting Member, the Trustees and any Patron, President or Vice President and to the auditors of NADFAS.

PROCEEDINGS AT GENERAL MEETINGS

17. Quorum for general meetings

- 17.1 No business (other than the appointment of the chairman of the meeting) shall be transacted at any meeting unless a quorum is present.
- 17.2 The quorum shall be twenty percent of the Voting Members as at the date of the notice (represented in person, via an authorised Representative or by proxy).
- 17.3 If a quorum is not present within half an hour from the time appointed for the meeting:-
- 17.3.1 the chairman of the meeting may adjourn the meeting to such day, time and place (within fourteen days of the original meeting) as he or she thinks fit; and
 - 17.3.2 failing adjournment by the chairman of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within fourteen days of the original meeting), time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

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18. Chairing general meetings

- 18.1 The Chairman or in his or her absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting.
- 18.2 If neither the Chairman nor any Trustee nominated in accordance with Article 18.1 be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he or she shall be chairman.
- 18.3 If no Trustee is present and willing to act as chairman within fifteen minutes after the time appointed for holding the meeting, the Voting Members present shall choose one of their number to be chairman. For the avoidance of doubt, a proxy holder who is not a Member entitled to vote shall not be entitled to be appointed chairman of the meeting under this Article 18.3.

19. Attendance and speaking at general meetings

- 19.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 19.2 A person is able to exercise the right to vote at a general meeting when:
 - 19.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 19.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 19.3 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 19.4 In determining attendance at a general meeting, it is immaterial whether any two or more Voting Members attending it are in the same place as each other.
- 19.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 19.6 A Trustee may, even if not a Representative, attend and speak at any general meeting.
- 19.7 All Members, whether Voting Members or non-Voting Members may attend and speak at any general meeting.

20. Adjournment

- 20.1 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - 20.1.1 the meeting consents to an adjournment; or

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- 20.1.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 20.2 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 20.3 When adjourning a general meeting, the chairman of the meeting must:
- 20.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and
- 20.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 20.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, NADFAS must give at least 7 clear days' notice of it:
- 20.4.1 to the same persons to whom notice of the NADFAS's general meetings is required to be given; and
- 20.4.2 containing the same information which such notice is required to contain.
- 20.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

21. Proposal of Resolutions

Resolutions to be proposed at general meetings shall either be proposed by the Board, the Advisory Council or any Area or shall be proposed by at least five Member Societies. All resolutions so proposed (together with, in the case of resolutions proposed by Member Societies, the names of the relevant Member Societies) shall be sent to the Secretary at least 49 days before the date of the meeting. Formal notice of all resolutions shall be given in accordance with these Articles.

22. Voting: general

- 22.1 A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is duly demanded.
- 22.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chairman that a resolution:-
- 22.2.1 has or has not been passed; or
- 22.2.2 passed with a particular majority

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a

declaration in minutes of the meeting recorded in accordance with Article 51 is also conclusive evidence of the fact without such proof.

- 22.3 The Trustees may make such arrangements as they think fit to allow Voting Members of the Company to vote in advance or by electronic means on any resolution of the Voting Members.

23. Votes

Votes on a show of hands

- 23.1 On a vote on a resolution which is carried out by a show of hands the following persons shall have one vote each:-

23.1.1 every Voting Member present by its Representative or alternate; or

23.1.2 (subject to Article 27.10) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution

provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

- 23.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:-

23.2.1 every Voting Member present by its Representative or alternate; and

23.2.2 every Voting Member present by proxy (subject to Article 27.10).

- 23.3 On a vote on a resolution at a meeting which is carried out by a poll, if more than one authorised Representative of a Voting Member purports to vote on behalf of the same Voting Member:

23.3.1 if they purport to vote in the same way, they will be treated as having cast one vote between them; and

23.3.2 if they purport to vote in different ways they are treated as not having voted.

- 23.4 No Voting Member shall be entitled to vote at any general meeting unless all monies presently payable by it to NADFAS have been paid.

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

24. Errors and disputes

- 24.1 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid
- 24.2 Any objection made in due time shall be referred to the chairman whose decision shall be final and binding.

25. Poll Votes

- 25.1 A poll on a resolution may be demanded:-
- 25.1.1 in advance of the general meeting where it is to be put to the vote; or
 - 25.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of the show of hands on that resolution is declared.
- 25.2 A poll may be demanded by:
- 25.2.1 the chairman;
 - 25.2.2 five or more persons having the right to vote on the resolution;
 - 25.2.3 any person, who by virtue of being appointed proxy or representative for one or more Members having the right to vote on the resolution, holds two or more votes; or
 - 25.2.4 by a Voting Member or Voting Members representing not less than one tenth of the total Voting Member rights of all the Voting Members.
- 25.3 A demand for a poll may be withdrawn if:
- 25.3.1 the poll has not yet been taken; and
 - 25.3.2 the chairman of the meeting consents to the withdrawal.

26. Procedure on a poll

- 26.1 Subject to the Articles, a poll shall be taken as the chairman directs.

Results

- 26.2 The chairman may appoint scrutineers (who need not be Voting Members) and fix a time and place for declaring the result of the poll.
- 26.3 The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Timing

26.4 A poll on:

26.4.1 the election of the Chairman; or

26.4.2 a question of adjournment;

must be taken immediately.

26.5 A poll demanded on any other question must be taken within thirty days of their being demanded.

26.6 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Notice

26.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

26.8 In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

27. Proxies

27.1 Proxies must be appointed by a notice in writing (a "Proxy Notice").

27.2 A Proxy Notice shall be in the following form (or in any other form which the Trustees may approve):

"The National Association of Decorative & Fine Arts Societies" (NADFAS)

Name of Voting Member appointing the proxy:

Address:

being the Representative of _____ Society being a Voting Member of NADFAS hereby appoint [name of proxy] of [address of proxy] as our proxy to vote in my/our name(s) and on my/our behalf at the meeting of NADFAS to be held on [date], and at any adjournment thereof.

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

| | | | | |
|--|-------------|-----------------|-----------------|---------------------------------|
| Resolution 1 | *for | *against | *abstain | *as the proxy thinks fit |
| Resolution 2 | *for | *against | *abstain | *as the proxy thinks fit |
| All other resolutions properly put to the | *for | *against | *abstain | *as the proxy thinks fit |

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| | | | | |
|---------|--|--|--|--|
| meeting | | | | |
|---------|--|--|--|--|

* Strike out whichever is not desired.

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

Signed:

Dated:”

- 27.3 Proxy Notices must be signed by or on behalf of the Voting Member appointing the proxy, or authenticated in such manner as the Trustees may determine.
- 27.4 A proxy for a Voting Member representing an unincorporated organization under Article 8.8 may be appointed by the Voting Member or by the organization which he or she represents.
- 27.5 NADFAS may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 27.6 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 27.7 Unless a Proxy Notice indicates otherwise, it must be treated as:
 - 27.7.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 27.7.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of Proxy Notices

- 27.8 The Proxy Notification Address in relation to any general meeting is:
 - 27.8.1 the registered office of NADFAS; or
 - 27.8.2 any other Address or Addresses specified by NADFAS as an Address at which NADFAS or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or
 - 27.8.3 any electronic Address falling within the scope of Article 27.9.
- 27.9 If NADFAS gives an electronic Address:
 - 27.9.1 in a notice calling a meeting;
 - 27.9.2 in an instrument of proxy sent out by it in relation to the meeting; or

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27.9.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 27.9, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of Voting Member

- 27.10 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting (including an authorised Representative remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to NADFAS by or on behalf of that person (or the Voting Member which they represent). If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

- 27.11 Subject to Articles 27.12 and 27.13, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.
- 27.12 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 27.13 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

27.13.1 received in accordance with Article 27.11; or

27.13.2 given to the Chairman, Secretary (if any) or any Trustee at the meeting at which the poll was demanded.

Interpretation

- 27.14 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 27.14.

Revocation

- 27.15 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- 27.16 A notice revoking the appointment of a proxy only takes effect if it is received before:

27.16.1 the start of the meeting or adjourned meeting to which it relates; or

27.16.2(in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

27.17 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

28. Amendments to resolutions

28.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

28.1.1 notice of the proposed amendment is given to NADFAS in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chairman of the meeting may decide); and

28.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution

28.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

28.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

28.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

28.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

29. Written resolutions

General

29.1 Subject to this Article 29 a written resolution agreed by:

29.1.1 Voting Members representing a simple majority; or

29.1.2 (in the case of a special resolution) Voting Members representing not less than 75%;

of the total Voting Member rights of eligible Voting Members shall be effective.

29.2 On a written resolution each Voting Member shall have one vote.

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- 29.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 29.4 A Voting Members' resolution under the Acts removing a Trustee or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

- 29.5 A copy of the proposed written resolution must be sent to every eligible Voting Member together with a statement informing the Voting Member how to signify his, her or its agreement and the date by which the resolution must be passed if it is not to lapse.
- 29.6 In relation to a resolution proposed as a written resolution of NADFAS the eligible Members are the Voting Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 29.7 The required majority of eligible Voting Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 29.8 Communications in relation to written resolutions must be sent to NADFAS's auditors in accordance with the Acts.

Signifying agreement

- 29.9 A Voting Member signifies his, her or its agreement to a proposed written resolution when NADFAS receives from him, her or it (or from someone acting on his, her or its behalf) an authenticated Document:

29.9.1 identifying the resolution to which it relates; and

29.9.2 indicating the Voting Member's agreement to the resolution.

- 29.10 For the purposes of Article 29.9:

29.10.1a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and

29.10.2a Document sent or supplied in Electronic Form is sufficiently authenticated if:

- (a) the identity of the sender is confirmed in a manner specified by NADFAS; or
- (b) where no such manner has been specified by NADFAS, if the communication contains or is accompanied by a statement of the identity of the sender and NADFAS has no reason to doubt the truth of that statement.

- 29.11 If NADFAS gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

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TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

30. Powers of Trustees

- 30.1 Subject to the provisions of the Acts and the Articles, the business of NADFAS shall be managed by the Trustees who may exercise all the powers of NADFAS.
- 30.2 The Voting Members may by special resolution direct the Trustees to take, or refrain from taking, specified action.
- 30.3 No alteration of the Articles shall invalidate any prior act of the Trustees which would have been valid if that resolution had not been passed or if that alteration had not been made.
- 30.4 The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

31. Delegation of Trustees' powers

- 31.1 The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
 - 31.1.1 The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number); and
 - 31.1.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify; and
 - 31.1.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary; and
 - 31.1.4 all delegations under this Article shall be revocable at any time; and
 - 31.1.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
- 31.2 For the avoidance of doubt, the Trustees may (in accordance with Article 31) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, provided always that no committee shall incur expenditure on behalf of NADFAS except in accordance with a budget which has been approved by the Trustees.

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31.3 The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

31.4 The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of NADFAS for such purposes and on such conditions as they determine.

32. Investment Management

The Trustees may delegate the management of investments to a Financial Expert provided that:

32.1 the investment policy is set down in Writing for the Financial Expert by the trustees;

32.2 a transactions report is provided regularly to the trustees;

32.3 the performance of the investments is reviewed regularly by the trustees;

32.4 the trustees are entitled to cancel the delegation arrangement at any time;

32.5 the investment policy and the delegation arrangements are reviewed at least once a year;

32.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the trustees on receipt; and

32.7 the Financial Expert may not do anything outside the powers of the trustees.

33. Regulations

The Trustees shall have power from time to time to make, repeal or alter regulations as to the management of NADFAS and its affairs, as to the duties of any Trustee, Secretary or employee of NADFAS, as to the conduct of business by the Trustees or any committee and as to any of the matters or things within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Articles, the Acts or any rule of law. The rules shall be binding on all Members of NADFAS.

DECISION-MAKING BY TRUSTEES

34. Trustees to take decisions collectively

Any decision of the Trustees must be either:

34.1 by decision of a majority of the Trustees present and Voting Member at a quorate Trustees' meeting (subject to Article 39); or

34.2 a decision taken in accordance with Article 40.

35. Calling a Trustees' meeting

35.1 Two Trustees may (and the Secretary, if any, must at the request of two Trustees) call a Trustees' meeting.

- 35.2 A Trustees' meeting must be called by at least seven clear days' notice unless either:
- 35.2.1 all the Trustees agree; or
 - 35.2.2 urgent circumstances require shorter notice.
- 35.3 Notice of Trustees' meetings must be given to each Trustee.
- 35.4 Every notice calling a Trustees' meeting must specify:
- 35.4.1 the place, day and time of the meeting;
 - 35.4.2 the general nature of the business to be considered at such meeting; and
 - 35.4.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 35.5 Notice of Trustees' meetings need not be in Writing.
- 35.6 Article 54 shall apply, and notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.
- 36. Participation in Trustees' meetings**
- 36.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
- 36.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 36.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
- 36.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 36.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 37. Quorum for Trustees' meetings**
- 37.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 37.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than six, and unless otherwise fixed it is six or one-third of the total number of Trustees, whichever is the greater.
- 37.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision:

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37.3.1 to appoint further Trustees; or

37.3.2 to call a general meeting so as to enable the Voting Members to appoint further Trustees.

38. Chairing of Trustees' meetings

The Chairman, if any, or in his or her absence another Trustee nominated by the Trustees present shall preside as chairman of each Trustees' meeting.

39. Casting vote

39.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the chairman of the meeting has a casting vote in addition to any other vote he or she may have.

39.2 Article 39.1 does not apply if, in accordance with the Articles, the chairman of the meeting is not to be counted as participating in the decision-making process for quorum or Voting Member purposes.

40. Decisions without a meeting

The Trustees may, in the circumstances outlined in this Article, make a majority decision without holding a Trustees' meeting.

40.1 If:

40.1.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;

40.1.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;

40.1.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and

40.1.4 a majority of the Trustees vote in favour of a particular decision on that matter;

a decision of the Trustees may be taken by majority and shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held.

40.2 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Article:

40.2.1 may be in different places, and may participate at different times; and

40.2.2 may communicate with each other by any means.

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- 40.3 No decision shall be taken by the Trustees in accordance with this Article unless a quorum participates in the decision-making process. The quorum for Trustees' decision-making in accordance with this Article shall be the same as the quorum for Trustees' meetings as set out in Article 37.
- 40.4 The Chairman, or such other Trustee as shall be appointed by the Trustees shall be the chairman of the process of decision-making in accordance with this Article. The process shall include:
- 40.4.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;
 - 40.4.2 the nomination of a person to whom all Trustee's votes must be communicated;
 - 40.4.3 if a majority of the Trustees vote in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
 - 40.4.4 the nominated person must prepare a minute of the decision in accordance with Article 51.
- 40.5 In the case of an equality of votes in any decision-making process in accordance with this Article, the chairman shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with the Articles, the chairman or specified Trustee is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

41. Trustee interests and management of conflicts of interest

Declaration of interests

- 41.1 Unless Article 41.2 applies, a Trustee must declare the nature and extent of:
- 41.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with NADFAS; and
 - 41.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of NADFAS or his or her duties to NADFAS.
- 41.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

- 41.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of NADFAS, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or

duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

- 41.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of NADFAS, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

41.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:

- (a) any benefit received in his, her or its capacity as a beneficiary of NADFAS (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of NADFAS;
- (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.29;
- (c) payment under the indemnity set out at Article 6; and
- (d) reimbursement of expenses in accordance with Article 4.4.2 ; or

41.4.2 the trustee has a conflict between his/her duty to act in the best interests of NADFAS and his/her duties to a person who appointed him/her;

41.4.3 a majority of the other Trustees participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 41.5.

- 41.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 41.5, he or she must:

41.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

41.5.2 not be counted in the quorum for that part of the process; and

41.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to NADFAS

- 41.6 Where a Trustee or person Connected with him or her has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:

41.6.1 the Trustee shall not be in breach of his or her duties to NADFAS by withholding confidential information from NADFAS if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

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- 41.6.2 the Trustee shall not be accountable to NADFAS for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

42. Register of Trustees' interests

The Trustees must cause a register of Trustees' interests to be kept.

43. Validity of Trustee actions

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

APPOINTMENT AND RETIREMENT OF TRUSTEES

44. Number of Trustees

Unless otherwise decided by ordinary resolution the maximum number of Trustees shall be 15 and the minimum shall be six.

44.1 The Board shall comprise;

44.1.1 Up to 12 Elected Trustees.

44.1.2 Up to 3 Co opted Trustees.

45. Appointment and retirement of trustees

- 45.1 Subject to Article 45.2 each Elected Trustee shall serve for three AGM Years and may be re-elected.

Maximum Term

- 45.2 No Trustee (whether Elected or Co opted) shall serve for more than two consecutive periods of three AGM Years.

Conditions of appointment

- 45.3 No person may be appointed as a Trustee:

45.3.1 unless he or she has attained the age of 18 years; or

45.3.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Article 47.2; or

45.3.3 unless he or she has been an Individual Member or a Member of NADFAS for at least 2 years at the date of the nomination; or

45.3.4 if his or her spouse or partner is also a Trustee; or

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45.3.5 if he or she is a chairman of a Society, a member of the Advisory Council or a member of a NADFAS Area Committee.

- 45.4 At least 18 weeks before the date of the annual general meeting the Secretary shall notify all Voting Members of the date of the meeting and shall advise the Voting Members which Elected Trustees are retiring and inviting nominations for the post of Elected Trustees.
- 45.5 Nominations for candidates as Elected Trustees shall be received by the Secretary at the Office at least 10 weeks before the date of the annual general meeting. Nominations must be executed by the candidate and by at least three Members, one of whom must be a member of a different Member Society from the candidate unless the candidate is retiring or is recommended by the Board or Advisory Council.
- 45.6 Each candidate (including an Elected Trustee ending their term of office) must supply such information as the Trustees shall determine and a copy of such information about each candidate as the Trustees shall determine shall be sent to each Voting Member at least 8 weeks before the date of the annual general meeting together with the ballot papers.
- 45.7 The Board may make such arrangements as it sees fit to allow the Voting Members to vote by electronic or other means on the ballot.
- 45.8 The ballot papers must be returned to NADFAS by two weeks before the date of the annual general meeting. A dead heat in a ballot shall be resolved first by agreement between the candidates and failing that, by lot. The results of the election shall be announced at the annual general meeting.
- 45.9 Elected Trustees shall commence their period of office from the end of the annual general meeting at which their election is announced.

Honorary Offices

- 45.10 Subject to the need to fill vacancies in those offices from time to time the Trustees may elect from among their number, the Chairman (who shall be referred to as the Chairman Designate until he or she takes office) and the Vice Chairman at a Board Meeting at least three months and no more than nine months before each annual general meeting and the Treasurer, at the first Board Meeting after each appropriate annual general meeting provided that the Chairman shall always be one of the Elected Trustees.
- 45.11 The Chairman, shall take office with effect from the end of the first annual general meeting after his or her election and shall, generally serve for a three year period. Unless he or she declares that their term should be only two years. The Chairman shall not be able to serve as a Trustee (whether Co-Opted or Elected) once he or she has served as Chairman.
- 45.12 The Vice Chairman, shall take office with effect from the end of the first annual general meeting after his or her election and shall, generally, serve for a two year period but may, if necessary be elected for a further year, whether or not she/he is willing to put him/herself up for election as Chairman.

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- 45.13 The Treasurer, shall take office immediately upon his or her election and shall, generally serve for a 3 year period but may if necessary, be elected for a further 3 year period.

46. Co opted Trustees

- 46.1 The Trustees may co opt up to three persons who are willing to act to be Co opted Trustees. A Co opted Trustee need not be an Individual Member. A Trustee so appointed shall hold office for a maximum period of 3 years, but this term may be renewed for a further 3 year term.
- 46.2 In co opting any person to serve as a Co opted Trustee the Board shall seek to ensure that the Trustees have as broad a range of skills and experience as is reasonably possible.

47. Vacancies

- 47.1 If a vacancy arises in the office of Elected Trustee during a year no election by the Members shall be held to fill the vacancy until the provisions of Articles 45.4 to 45.8 are implemented.
- 47.2 Between the time of a vacancy arising in the office of Elected Trustee and the next annual general meeting, the Trustees may appoint a person who is willing to act to be a Trustee to fill a vacancy provided that the appointment does not cause the number of Trustees to exceed 15. The Trustees so appointed shall hold office only until the next following annual general meeting. If not re-appointed under Articles 45.4 to 45.8 he or she shall vacate office at the end of the annual general meeting.

48. Disqualification and removal of Trustees

- 48.1 The office of a Trustee shall be vacated if:-
- 48.1.1 he or she ceases to be a Trustee by virtue of any provision of the Acts or he or she becomes prohibited by law from being a Trustee; or
 - 48.1.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity; or
 - 48.1.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - 48.1.4 the Trustees reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office; or
 - 48.1.5 he or she resigns his or her office by notice to NADFAS (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - 48.1.6 not being a Co opted Trustee, he or she ceases to be an Individual Member; or

48.1.7 he or she fails to attend a meeting of the Board over a 9 month period, without good cause; or

48.1.8 he or she has served more than two consecutive periods of three years as a Trustee and is not an Honorary Officer; or

48.1.9 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Trustees.

49. Advisory Council

49.1 An Advisory Council shall be established to give advice and guidance to the Board and NADFAS's Chief Executive;

49.2 For the avoidance of doubt members of the Advisory Council shall not be Trustees and shall exercise none of their powers;

49.3 The members of the Advisory Council shall be:

49.3.1 All Area Chairmen;

49.3.2 such Volunteer(s) or other people representing NADFAS' various activities as the trustees think fit.

49.3.3 The Vice Chairman shall chair all meetings of the Advisory Council unless he or she has appointed an alternate. If the Vice Chairman is unable to chair a meeting of the Advisory Council and has not appointed an alternate, the meeting shall be chaired by such person as is appointed by an Honorary Officer or if more than one Honorary Officer is present by a majority vote of such Honorary Officers.

49.4 The Advisory Council shall meet at least twice each year.

49.5 The Board shall consider and respond formally to any recommendations made to it by the Advisory Council.

GENERAL

50. Secretary

50.1 Subject to the provisions of the Acts, the Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit and may be removed by them.

50.2 If there is no Secretary:

50.2.1 anything authorised or required to be given or sent to, or served on, NADFAS by being sent to its Secretary may be given or sent to, or served on NADFAS itself, and if addressed to the Secretary shall be treated as addressed to NADFAS; and

50.2.2 anything else required or authorized to be done by or to the Secretary of NADFAS may be done by or to a Trustee, or a person authorized generally or specifically in that behalf by the Trustee.

51. Minutes

The Trustees shall cause minutes to be made in books kept for the purpose:-

51.1 of all appointments of Trustees or the Secretary made by the Trustees; and

51.2 of all proceedings at meetings of NADFAS and of the Trustees (including without limitation decisions of the Trustees made without a meeting), and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the Chairman of the meeting at which the proceedings were had, or by the Chairman of the next succeeding meeting, shall, as against any Member or Trustee be sufficient evidence of the proceedings.

52. Accounts and Reports

52.1 The Trustees shall comply with the requirements of the Acts and of the Charities Act 2011 (or any statutory re-enactment or modification of those Acts) as to maintaining a Voting Members' register, keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:

52.1.1 annual reports;

52.1.2 annual returns;

52.1.3 annual statements of account.

52.2 Except as provided by law or authorized by the Trustees or an ordinary resolution of NADFAS, no person is entitled to inspect any of NADFAS' accounting or other records or Documents merely by virtue of being a Member.

53. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of a decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or non-receipt of invoice) or any want of qualification in any of the persons present or Voting Member or by reason of any business being considered which is not specified in the notice.

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54. Communications by NADFAS

Methods of communication

- 54.1 Subject to the Articles and the Acts, any Document or information (including any notice, report or accounts) sent or supplied by NADFAS under the Articles or the Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by NADFAS, including without limitation:

54.1.1 in Hard Copy Form;

54.1.2 in Electronic Form; or

54.1.3 by making it available on a website.

- 54.2 Where a Document or information which is required or authorised to be sent or supplied by NADFAS under the Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Trustees may decide what agreement (if any) is required from the recipient.

- 54.3 Subject to the Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

- 54.4 A Voting Member present in person or by proxy or via their authorised Representative at a meeting of NADFAS shall be deemed to have received notice of the meeting and the purposes for which it was called.

- 54.5 Where any Document or information is sent or supplied by NADFAS to the Voting Members:

54.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

54.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

54.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

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- 54.6 Subject to the Acts, a Trustee or any other person (other than in their capacity as a Member) may agree with NADFAS that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 54.7 Where any Document or information has been sent or supplied by NADFAS by Electronic Means and NADFAS receives notice that the message is undeliverable:

54.7.1 if the Document or information has been sent to a Voting Member or Trustee and is notice of a general meeting of NADFAS, NADFAS is under no obligation to send a Hard Copy of the Document or information to the Voting Member's or Trustee's postal address as shown in NADFAS's register of Voting Members or Trustees, but may in its discretion choose to do so;

54.7.2 in all other cases, NADFAS shall send a Hard Copy of the Document or information to the Voting Member's postal address as shown in NADFAS's register of Members (if any), or in the case of a recipient who is not a Member, to the last known postal address for that person (if any); and

54.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 54.8 Copies of NADFAS's annual accounts and reports need not be sent to a person for whom NADFAS does not have a current Address.
- 54.9 Notices of general meetings need not be sent to a Voting Member who does not register an Address with NADFAS, or who registers only a postal address outside the United Kingdom, or to a Voting Member for whom NADFAS does not have a current Address.

55. Communications to NADFAS

- 55.1 The provisions of the Acts shall apply to communications to NADFAS.

56. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

57. Winding-up

If any property remains after NADFAS has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the Voting Members. It shall instead be given or transferred to some other charitable institution or institutions having similar objects to those of NADFAS and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as Article 4 imposes upon NADFAS. The institution or institutions which are to benefit shall be chosen by the Trustees at or before the time of winding up or dissolution

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SCHEDULE

INTERPRETATION

Defined terms

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

| | Term | Meaning |
|------|----------------------|--|
| 1.1 | "Acts" | the Companies Acts (as defined in Section 2 of the Companies Acts 2006), insofar as they apply to NADFAS |
| 1.2 | "Address" | includes a postal or physical address and a number or address used for the purpose of sending or receiving Document or information by Electronic means |
| 1.3 | "Advisory Council" | the Advisory Council established under Article 49 |
| 1.4 | "AGM Year" | the period of time from one AGM to the next |
| 1.5 | "Area" | an area of the United Kingdom or Europe designated by the Board from time to time in which Member Societies are grouped by the Board |
| 1.6 | "Area Chairman" | a representative elected by the Societies in an Area to represent them at the Advisory Council |
| 1.7 | "Articles" | these Articles of Association of NADFAS |
| 1.8 | "Board" | the Board of Trustees of NADFAS |
| 1.9 | "Chairman" | the Chairman of the Trustees, elected in accordance with Article 45.10 or any person who serves in that role for a meeting after he or she has taken office in accordance with Article 45.11 |
| 1.10 | "Chairman Designate" | the person elected as Chairman of Trustees in accordance with Article 45.10 before he or she has taken office in accordance with Article 45.11 |
| 1.11 | "clear days" | in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect |
| 1.12 | "Co Opted Trustees" | Trustees co opted in accordance with Article 46 |
| 1.13 | "Connected" | Any person falling within one of the following categories: (a) Any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild |

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of a Trustee; or

- (b) The spouse or civil partner of any person in (a); or
- (c) Any other person in a relationship with the Trustee which may reasonably be regarded as a equivalent to such a relationship as is mentioned at (a) or (b); or
- (d) Any company, partnership or firm of which the Trustee is a paid director, Member, partner or employee, or shareholder holding more than 1% of the capital

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| 1.14 | "Document" | includes summons, notice order or other legal process and registers and includes, unless otherwise specified, any document supplied in Electronic Form |
| 1.15 | "Elected Trustees" | Trustees elected in accordance with Articles 45.4 to 45.9 |
| 1.16 | "Electronic Form" and "Electronic Means" | have the meanings respectively given to them in Section 1168 of the Companies Act 2006 |
| 1.17 | "Europe" | states holding current Membership of the Council of Europe |
| 1.18 | "Financial Expert" | an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000 or any re-enactment or statutory modification of such Act |
| 1.19 | "Hard Copy" and "Hard Copy Form" | have the meanings respectively given to them in the Acts |
| 1.20 | "Group Associate Members" | any body of persons corporate or unincorporate, which is not a Member Society or Overseas Member Society but which has been admitted as a Member |
| 1.21 | "Honorary Officers" | the Chairman, Vice Chairman, Treasurer and Chairman Designate |
| 1.22 | "Individual Affiliate Members" | individuals who are not members of a Member Society or an Overseas Member Society but who are admitted as Members |
| 1.23 | "Individual Members" | all members (including honorary members) of Member Societies and Overseas Member Societies who are automatically Individual Members of NADFAS |
| 1.24 | "Institutional Members" | organisations admitted as Members of NADFAS |

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| 1.25 | "Member" | a Member of NADFAS of whatever class |
| 1.26 | "Member Society" | a Society established in the United Kingdom or Europe which has been admitted as a Member |
| 1.27 | "NADFAS" | The National Association of Decorative & Fine Arts Societies |
| 1.28 | "Non-Voting Members" | Individual Members, Individual Affiliate Members and Institutional Members who are not members of NADFAS for the purposes of the Acts |
| 1.29 | "Office" | the registered office of NADFAS |
| 1.30 | "Overseas Member Society" | a Society established in any jurisdiction outside Europe which has been admitted as a Member |
| 1.31 | "Patron" | a patron of NADFAS appointed in accordance with Article 11 |
| 1.32 | "President" | a President of NADFAS appointed under Article 11 |
| 1.33 | "Proxy Notice" | has the meaning given in Article 27.1 |
| 1.34 | "Proxy Notification Address" | has the meaning given in Article 27.8 |
| 1.35 | "Register" | the Register of Voting Members of NADFAS |
| 1.36 | "Representative" | a representative of a Member Society or Overseas Member Society or Group Associate Member appointed in accordance with Articles 8.6 or 8.8 |
| 1.37 | "Secretary" | the Secretary of NADFAS or any other person appointed to perform the duties of the Secretary of NADFAS, including a joint, assistant or deputy Secretary. |
| 1.38 | "Society" | a society established with similar objects to NADFAS |
| 1.39 | "Subsidiary Company" | any company in which NADFAS holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company; |
| 1.40 | "Treasurer" | the treasurer of NADFAS elected in accordance with Article 45.10 |
| 1.41 | "Trustee and Trustees" | the director and directors as defined in the Acts and includes an Elected and Co opted Trustee |
| 1.42 | "Vice Chairman" | the Vice Chairman of NADFAS elected in accordance with Article 45.10 |
| 1.43 | "Vice President" | a vice president of NADFAS appointed under Article 45.10 |
| 1.44 | "Voting Member" | Member Societies, Overseas Member Societies and Group Associate Members who are members of |

NADFAS for the purposes of the Acts

- 1.45 “Writing” the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise
- 2.1 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Acts but excluding any statutory modification thereof not in force when the Articles become binding on NADFAS.
- 2.2 “person” includes a body of persons, corporate or unincorporate

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