

**Vegan Society Articles of Association**

**COMPANY NOT HAVING A SHARE CAPITAL**

**Articles of Association for a Charitable Company**

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Articles of Association of The Vegan Society – as adopted by a Special Resolution of the Company on 28/05/2016.

Article 42 (1) [Appointment of directors] amended by special resolution on 28/05/2016

Articles 28, 35, 40, 42, 44, 46 and Appendix 1 amended by special resolutions on 20/05/2017

Articles 12, 42 and 46 amended and Article 75 added by special resolutions on 19/05/2018

Articles 3, 6, 8, 12, 20, 28, 34, 37, 39 and 67 amended by special resolutions on 18/05/2019

Article 42 (8) [trustee candidates to have been members for at least a year] and 77 [Trading subsidiaries] added by special resolution on 15/08/2020

Article 26 added by special resolution on 22/05/2021, and article numbers updated accordingly (including those above).

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1. The Company's name is The Vegan Society, and in this document it is called the 'charity'.

### **Interpretation**

2. In the articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

'the articles' means the charity's articles of association;

'the charity' means the company intended to be regulated by the articles;

'clear days' in relation to the period of a notice means a 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;

'the Commission' means the Charity Commission for England and Wales;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

'the directors' means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

'document' includes, unless otherwise specified, any document sent or supplied in electronic form;

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'the memorandum' means the charity's memorandum of association;

'officers' includes the directors and the secretary (if any);

'the seal' means the common seal of the charity if it has one;

'secretary' means any person appointed to perform the duties of the secretary of the charity;

'the United Kingdom' means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **Liability of members**

3. The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of it being wound up while they are a member or within one year of their ceasing to be a member, for:
  - 1) Payment of the charity's debts and liabilities incurred before they or it ceases to be a company member;
  - 2) Payment for the costs, charges and expenses of winding up; and
  - 3) Adjustment of the rights of the contributories among themselves.

### **Objects**

The charity's objects ('Objects') are specifically restricted to the following:

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

In these articles the word "veganism" denotes a philosophy and way of living which seeks to exclude – as far as is possible and practicable – all forms of exploitation of, and cruelty to, animals for food, clothing or any other purpose; and by extension, promotes the development and use of animal-free alternatives for the benefit of humans, animals and the environment. In dietary terms it denotes the practice of dispensing with all products derived wholly or partly from animals.

Nothing in the articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

## **Powers**

5. The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:
  - (1) to publish material for transmission and communication by visual, audio and electronic recordings in connection with the work of veganism;
  - (2) to print, publish, sell or cause to be printed, published, sold and if determined from time to time to distribute gratuitously books, booklets, leaflets, periodical newspapers, magazines or other periodicals for the purpose of giving information in regard to the work of the charity and necessary or desirable to advance the objects of the charity;
  - (3) to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - (4) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (5) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
  - (6) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
  - (7) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (8) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (9) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
  - (10) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (11) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
  - (12) to:

- (a) deposit or invest funds;
- (b) employ a professional fund-manager; and
- (c) arrange for the investments or other property of the charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (13) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (14) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

### **Application of income and property**

6.

- (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2)
  - (a) Directors are entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the charity.
  - (b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
  - (c) A director may receive an indemnity from the charity in the circumstances specified in article 70.
  - (d) A director may not receive any other benefit or payment unless it is authorised by article 7.
- (3) Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:
  - (a) a benefit from the charity in the capacity of a beneficiary of the charity;
  - (b) reasonable and proper remuneration for any goods or services supplied to the charity.

### **Benefits and payments to charity directors and connected persons**

7.

- (1) No director or connected person may:

- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the Charity Commission.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2)

- (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way of reasonable and proper remuneration for any services rendered to the company by any member, officer or servant of the company who is not a director;
- (b) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than 2 per cent less than the published base lending rate of a clearing bank to be selected by the directors;
- (c) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
- (d) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

### **Declaration of directors' interests**

8. Directors must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. Directors must absent themselves from any discussions of the charity directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

### **Conflicts of interests and conflicts of loyalties**

9.

- (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
  - (c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

## **Members**

10.

- (1) The subscribers to the memorandum are the first members of the charity.
- (2) Membership is open to other individuals on payment of the membership fee which shall from time to time be set by the directors, provided that they have declared that they adhere to at least a vegan diet.
- (3) Membership is not transferable.
- (4) The directors must keep a register of names and addresses of the members.

11.

- (1) The directors may not directly or indirectly alter the rights or obligations attached to membership.
- (2) The rights attached to membership may only be varied if:
  - (a) three-quarters of the members consent in writing to the variation; or
  - (b) a special resolution is passed at a separate general meeting of the members agreeing to the variation.
- (3) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of members.

## **Termination of membership**

12. Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;

- (3) any sum due from the member to the charity is not paid in full within one month of it falling due;
- (4) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that such membership be terminated due to the member bringing the charity into disrepute. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting, either in writing or in person at the meeting;
  - (c) the resolution is passed by a 75% majority of all directors.

Any member removed under 12(4) shall have a right of appeal to the Appeals Committee described in Article 76.

### **Supporters**

13. The directors shall have power to appoint as supporters of the charity persons or organizations who satisfy the directors in such manner as the directors may determine that they support and sympathize with the principles of the charity but are not practising vegans. Any such appointment may be for life or indefinitely or for such shorter period as the directors may determine. Supporters of the charity shall not be members of the charity.

### **General Meetings**

14.
  - (1) The charity must hold its first Annual General Meeting within eighteen months after the date of its incorporation.
  - (2) An Annual General Meeting must be held in each subsequent year and not more than fifteen months may elapse between successive Annual General Meetings.
15. The directors may call a General Meeting at any time.

### **Notice of General Meetings**

16.
  - (1) The minimum periods of notice required to hold a General Meeting of the charity are:
    - (a) twenty-one clear days for an Annual General Meeting or a General Meeting called for the passing of a special resolution;
    - (b) fourteen clear days for all other General Meetings.
  - (2) A General Meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

(3) The notice must specify the date, time, and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 29.

(4) The notice must be given to all the members and to the directors and auditors.

17. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

### **Proceedings at General Meetings**

18.

(1) No business shall be transacted at any General Meeting unless a quorum is present.

(2) A quorum is four members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

19.

(1) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to the same day in the next week, at the same time and place, or at such other time and place as the directors shall determine.

(2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

(3) If no quorum is present at the reconvened meeting within half an hour of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

20.

(1) General Meetings shall be chaired by the person who has been appointed to chair meetings of the directors, or in their absence the Vice-Chair of the directors, provided they are willing to chair the General Meeting and the members present agree.

(2) If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting, or they or the members present are not in agreement with this arrangement, the members present shall choose another director to chair the meeting.

(3) If there is only one director present and willing to act, that director shall chair the meeting.

(4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.



21.

- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than 30 days, notice of the adjourned meeting will be given as outlined in Article 16.

22.

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
  - (a) by the person chairing the meeting; or
  - (b) by at least three members present in person or by proxy and having the right to vote at the meeting; or
  - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2)
  - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
  - (b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
- (3)
  - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
  - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4)
  - (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
  - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5)
  - (a) No poll shall be demanded on the election of a chair of a meeting or on any question of adjournment.
  - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

- (c) The poll must be taken within thirty days after it has been demanded.
  - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. On a poll votes may be given in person or by proxy.
  - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.
24. No outcome of a vote or poll at a General Meeting shall invalidate any prior act of the directors which would have been valid if such a resolution had not been made at the General Meeting.
25. Any vegan, with their written permission, may be nominated by members to the role of Ambassador for the Society. Nominations must be made in writing in advance of an Annual General Meeting, and by the deadline advertised each year. Such persons must either be or agree to be enrolled as a member of the Society before taking up their appointment. The appointment as Ambassador may cease either by resignation, by mutual agreement with the directors or by resolution at an Annual General Meeting.

#### **Attendance and speaking at general meetings**

- 26.
- (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.
  - (2) A person is able to exercise the right to vote at a general meeting when—
    - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
    - (b) 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.
  - (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
  - (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
  - (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.

### **Proposals for resolution**

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

- (1) be proposed and seconded by paid-up full (not supporter) members;
- (2) in the interests of economy and clarity, not exceed 300 words, including any supporting material;
- (3) propose some form of action;
- (4) propose one single action i.e. they must not be composite proposals;
- (5) not simply comprise a statement of opinion.

28. In so far as is practicable, every proposal put to a general meeting by members or by directors should be accompanied by a counterargument of up to 250 words. The counterargument should whenever possible be written by a well informed member genuinely opposed to the proposal.

In so far as practicable, the proposer of a motion will at least be allowed a reply of up to 150 words to such a counterargument, provided the reply is received within one week of the proposer being sent the counterargument.

The trustees will not circulate any statement that is either defamatory or vexatious. The trustees retain the right to add additional comments to ensure that an informed decision is made.

### **Content of proxy notices**

- 29.
- (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which -
    - (a) states the name and address of the member appointing the proxy;
    - (b) identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;
    - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

- (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the General Meeting to which they relate.
- (2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) 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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as -
  - (a) 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
  - (b) 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**

30.

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) 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.

### **Written resolutions**

31.

- (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
  - (a) a copy of the proposed resolution has been sent to every eligible member;
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution;

- (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date;
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

32. Subject to article 10, every member, shall have one vote, provided they are registered as members of the charity and have paid every subscription in respect of their membership to the charity.

33. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

### **Directors**

- 34.
  - (1) A director must be a natural person aged 16 years or older.
  - (2) No one may be appointed a director if disqualified from acting under the provisions of article 46.
- 35. The minimum number of directors shall be 5 and the maximum number of directors shall be 12. 2 of the 12 positions shall be reserved for appointment by the directors (co-option).
- 36. The first directors shall be those persons notified to Companies House as the first directors of the charity.
- 37. A director may not appoint an alternate director or anyone to act on their behalf at meetings of the directors.

### **Powers of directors**

- 38.
  - (1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
  - (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
  - (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

- (4) If the number of directors is at any time reduced to less than the minimum number prescribed by Article 35, it shall be lawful for them to act for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or summoning a General Meeting, but not for any other purpose.

39. The Treasurer shall be appointed by the directors.

### **Retirement of directors**

40. At the first Annual General Meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent Annual General Meeting, a sufficient number of directors must retire to ensure there are at least three vacancies to be filled. Directors must retire by the fourth Annual General Meeting after their election.

41.

- (1) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (2) If a director is required to retire at an Annual General Meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

### **Appointment of directors**

42.

- (1) Each year there shall be a postal and/or online election under the single transferable vote system for all unreserved vacancies for one or more directors created by retirement by rotation, or other cause if there are more candidates than unreserved vacancies. If there are not more candidates than unreserved vacancies then the appointment of each candidate will be decided by the members through an ordinary proposal to the AGM.
- (2) Candidates shall be invited in good time, through the medium of the Society's official journal, to submit their nominations by a closing date to be set by the directors. At least once a year the Board will formally review the mix of skills, knowledge, diversity and experience it needs to govern, lead and deliver the charity's purposes effectively. In order to support members to play an informed role in trustee selection, members will be informed of the key additional director attributes (including skills, diversity, willingness to take on responsibilities such as Chair/Treasurer) needed by the Board and why. This statement to members should be agreed by the Board before the call for candidates and communicated as part of that call, in the information pack for candidates and with the candidate profiles circulated to members for voting.
- (3) Each nomination should be signed by a proposer and seconder who are members.
- (4) Each nomination should be accompanied by a profile of the candidate, stating their full name (and any previous names), and a statement of up to 500 words, which may include: what skills, qualifications and experience they have that will benefit the Society; what they hope to achieve as a director; what are their reasons for being vegan; what experience they have of managing people and working on committees; if they were previously a director; what they achieved during this time; any other

information they consider relevant. All profiles shall be issued with the Society's Annual Report & Accounts.

- (5) If the number of candidates is greater than the number of unreserved vacancies, ballot papers shall be issued to members at the same time as the issue of the profiles. Each member shall be entitled to return one ballot paper which must be signed by the member, quoting their membership number. Ballot papers must be returned by a date to be set by the directors, before the Annual General Meeting. The counting of the votes shall be delegated to a suitable independent ballot service organisation, which shall report the results of the vote to the Secretary in advance of the Annual General Meeting. If the count is not so delegated, the counting of the votes shall take place in the presence of at least two independent scrutineers, appointed by the directors, who shall ensure that no mutilated, spoiled or invalid papers are counted, that only one ballot paper from each member is received and that the results of the election are declared at the Annual General Meeting.
  - (6) Any motion of censure, ratified by the directors against a director subsequently standing for re-election will be published alongside the election statement of that director presented to the membership.
  - (7) Directors will be required to sign the code of conduct approved by the membership (see Appendix 1).
  - (8) Candidates must have been members of the society for not less than 12 months at the date of their appointment as directors.
43. No person who is not a member of the Society shall in any circumstances be deemed to hold office as a director.
44. The directors may from time to time and at any time appoint any member of the Society who has been a member of the Society for not less than 12 months at the date of their appointment as director by a 75% majority of all directors, either to fill a casual vacancy or by way of addition to the board of directors, provided that the prescribed maximum be not exceeded. Any member so appointed shall retain their office only until the next Annual General Meeting but they shall then be eligible for re-election. No-one may be appointed in this way for more than two consecutive years.
45. Retiring directors may be re-elected as director by following the process outlined in Article 42.

### **Disqualification and removal of directors**

46. A director shall cease to hold office if they:
- (1) have a receiving order made against them or they make any arrangement or composition with their creditors;
  - (2) cease to be a director by virtue of any provision in the Companies Acts or are prohibited by law from being a director;
  - (3) are disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);

- (4) cease to be a member of the charity;
- (5) in the written opinion, given to the company, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (6) resign as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect);
- (7) the Society may by ordinary resolution remove any director before the expiration of their period of office. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between them and the Society. Whenever a proposal to remove any director is to be considered by the members, ballot papers shall be sent to all members together with the special notice of such resolution to enable members to vote on the proposed resolution by post. The provisions of article 42(5) relating to the sending out, return and counting of ballot papers shall apply, the necessary changes having been made.
- (8) are removed by a 75% majority of all directors, at a meeting to which a person of their choice may accompany them to help them put their case against removal.

Any director removed under 46(8) shall have a right of appeal to an Appeals Committee described in Article 76.

### **Remuneration of directors**

47. The directors must not be paid any remuneration unless it is authorised by article 7.

### **Proceedings of directors**

48.

- (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) A minimum of four directors may call a meeting of the directors at any time. All of the directors will receive notice of meetings.
- (3) The secretary (if any) must call a meeting of the directors if requested to do so by four or more directors.
- (4) Questions arising at a meeting shall be decided by a majority of votes. Any abstentions are not included in the total votes cast.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by suitable remote means agreed by the directors in which each participant may communicate with all the other participants.

49.

- (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes attending the



meeting by suitable remote means agreed by the directors in which a participant or participants may communicate with all the other participants.

- (2) Four directors shall constitute a quorum at a meeting.
  - (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
50. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 51.
- (1) The directors shall elect a Chair and Vice Chair and may determine for what period each is to hold office. The directors may at any time revoke such appointments.
  - (2) The Chair shall preside at all meetings of the directors at which they are present or, in their absence, the Vice Chair. If at any meeting neither the Chair nor the Vice Chair is present within five minutes after the time appointed for holding the meeting, or they are unwilling to preside, the directors shall choose one of their number to be Chair of the meeting.
  - (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to them by the directors.
- 52.
- (1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
  - (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.
  - (3) The Chair may call an e-vote on a particular matter. Any director may veto an e-vote and the matter will be placed on the agenda of the next meeting of the directors. On occasion an emergency e-vote may be necessary, as when a matter is time-critical. An emergency e-vote may only be vetoed, deferred or amended with the support of a majority of the directors.
53. Directors with partners in an established relationship or immediate family members who are also directors will declare such relationships at meetings where it could be considered relevant, and will not vote on issues pertaining to each other, such as nominations. Candidates for (re-)election as director will state in their nomination profile if such a partner / relative of theirs remains a director or is also standing.

## **Delegation**

- 54.
- (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
  - (2) The directors may impose conditions when delegating, including the conditions that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- (3) The directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

### **Secretary**

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

### **Validity of directors' decisions**

- 56.
- (1) Subject to article 56(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
    - (a) who was disqualified from holding office;
    - (b) who had previously retired or who had been obliged by the constitution to vacate office;
    - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;if without:
    - (d) the vote of that director; and
    - (e) that director being counted in the quorum; the decision has been made by a majority of the directors at a quorate meeting.
  - (2) Article 56(1) does not permit a director or a connected person to keep any benefit that may be conferred upon them by a resolution of the directors or of a committee of directors if, but for article 56(1), the resolution would have been void, or if the director has not complied with article 8.

### **Seal**

57. The seal of the charity must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by 2 directors and by the secretary.

### **Minutes**

58. The directors must keep minutes of all:

- (1) appointments of officers made by the directors;
- (2) proceedings at meetings of the charity;
- (3) meetings of the directors and committees of directors including:
  - (a) the names of the directors present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions.

59. The minutes of meetings will be approved by the directors as an accurate record and signed by the chair of the meeting or by the chair of the following meeting.

60. Public versions of all such minutes shall be published to The Vegan Society's website, currently [www.vegansociety.com](http://www.vegansociety.com), and in any other manner such as the directors see fit, within one month of the date of the relevant meeting. The directors will be entitled to remove any confidential items, such as those of a commercially sensitive nature or to do with personnel matters, from the public version of the minutes.

## **Accounts**

61.

- (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Act.
- (3) The directors shall cause proper records of account to be kept with respect to:
  - (a) all sums of money received and expended by the charity and the matters in respect of which such receipts and expenditure take place;
  - (b) all sales and purchases of goods by the charity; and
  - (c) the assets and liabilities of the charity.
- (4) Proper records shall not deemed to be kept if there are not kept such records of account as are necessary to give a true and fair view of the state of the affairs of the charity and to explain its transactions.
- (5) The records of account shall be kept at the office, or, subject to section 388 of the Companies Act, at such other place or places as the directors shall think fit, and shall always be open to the inspection of the directors.
- (6) The charity in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the charity or any of them, and subject to such conditions and regulations the accounts and records of the charity shall be open to the inspection of the members at all reasonable times during business hours.

- (7) At the Annual General Meeting in every year the directors shall lay before the charity a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the charity) made up to date not more than five months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the directors and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force), and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of sections 424 of the Companies Act, be made available to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection at the meeting.

### **Annual Report and Return and Register of Charities**

62.

- (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:
- (a) transmission of a copy of the statements of account to the Commission;
  - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
  - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

### **Audit**

63. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor.
64. Auditors shall be appointed and their duties regulated in accordance with the Companies Act, the directors being treated as the Directors mentioned in the Companies Act.

### **Means of communication to be used**

65.

- (1) Subject to the articles, anything sent or supplied by or to the charity under the articles 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 or to the charity.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

66. Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given in electronic form.

67.

- (1) The charity may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at their address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it in electronic form to the member's address.
  - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website.  
The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity. A member who is described in the register of members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon them, shall be entitled to have notices service upon them at such address.

68. A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

69.

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
  - (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent.

## **Indemnity**

70.

- (1) The charity may indemnify a relevant director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the charity.

- (2) In this article a 'relevant director' means any director or former director of the charity.

71. The charity may indemnify an auditor against any liability incurred by them or it

- (1) in defending proceedings (whether civil or criminal) in which judgment is given in their or its favour or they or it is acquitted; or
- (2) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to them or it by the Court.

## **Rules**

72.

- (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at General Meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The charity in General Meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- (5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

## **Disputes**

73. If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved

by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **Dissolution**

74.

- (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
  - (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
  - (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 74(1 or 2) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

## **Interpretation**

75.

In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 56 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
- (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
  - (a) by the director or any connected person falling within sub-clause (1), (2), or (3) above; or

- (b) by two or more persons falling within sub-clause 4(a), when taken together
- (5) a body corporate in which –
  - (a) the director or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
  - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
  - (c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

### **Appeals Committee**

76.

- (1) An Appeals Committee will be appointed by the Society's members. The members of this committee will be appointed by special or ordinary resolution and may be removed by ordinary resolution. All Appeals Committee members must be current members of the Society and must have been members for at least 5 years at the time of appointment.
- (2) The directors must notify in writing those with a right to appeal not more than two weeks after such a right has arisen (i.e. not more than two weeks after the action that has caused it to arise).
- (3) Those wishing to exercise their right to appeal must notify the society in writing not more than four weeks after receiving notification of their right.
- (4) The result of a successful appeal will solely be the reversal of the action that is the subject of the appeal, and any directly consequential action, such as the appointment of another individual to a position from which the defendant was removed.
- (5) Following the conclusion of an appeal, a similar action (i.e. one resulting from the same Article) cannot be brought against the defendant for a period of two years.

### **Trading Subsidiaries**

77.

Any society subsidiary carrying out trading activities will be required to:

- (1) donate all distributable profits to the society unless the society trustees decide that some profits should be retained as working capital;
- (2) restrict its trading activities to activities that support and promote veganism and have been approved by the society trustees; and
- (3) not spend its resources on activities other than trading unless the society trustees decide that such spending more effectively advances the society's objects than donating profits back to the society, and that spending would be permissible if carried out by the charity itself.



## **Appendix 1**

### **Trustee code of conduct**

I will respect and uphold the values of The Vegan Society within the laws of England and Wales and in accordance with democratic procedures. I confirm that I am personally committed to furthering knowledge of and interest in veganism and to following a vegan lifestyle.

#### **GENERAL**

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

#### **MANAGING INTERESTS**

- I will not gain materially or financially from my involvement with The Vegan Society unless specifically authorised to do so.

- I will act in the best interests of The Vegan Society as a whole, considering what is best for the Society and will avoid bringing the Society into disrepute.
- Unless authorised, I will not put myself in a position where my personal interests conflict with my duty to act in the interests of the Society. Where there is a conflict of interest I will ensure that this is managed effectively in line with Society policy. I understand that a failure to declare a conflict of interest may be considered to be a breach of this code.

## **MEETINGS**

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

## **GOVERNANCE**

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

## **RELATIONS WITH OTHERS**

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

**BREACHES OF DUTY**

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

**LEAVING THE BOARD OF DIRECTORS**

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

Signed ..... Date .....

Name .....

Company Reg Number: 01468880