

Company number 03447992

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

FRIENDS OF THE GEORGIAN SOCIETY OF JAMAICA (THE "COMPANY")

(passed 4 February 2015)

At a general meeting of the Company held on 4 February 2015, the following resolution was passed as a special resolution

Special resolution:

That, in accordance with section 21 of the Companies Act 2006, article 6 2 of the Company's articles of association be amended by deleting the present article 6 2 and replacing it with the following new article 6 2

- "6 2 Membership is open to individuals and organisations who
- (a) apply to FGSJ in the form required by the Directors,
 - (b) support the Objects of FGSJ, and
 - (c) pay the annual membership subscription or life membership fee "

and accordingly the articles of association contained in the document produced at the meeting and marked "A" for identification are approved and adopted as the Company's articles of association in substitution for, and to the exclusion of, the Company's existing articles of association



Chairman of the meeting

24/2/15
123

WEDNESDAY



A27

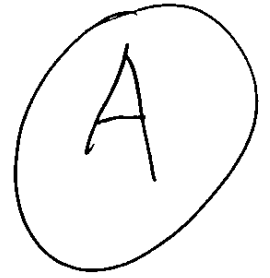
A410M5MB

11/02/2015

#327

COMPANIES HOUSE

Articles of Association of
THE FRIENDS OF THE GEORGIAN SOCIETY OF JAMAICA ("FGSJ")
The Companies Act 2006
Company limited by Guarantee
Company No 03447992



(as amended by a special resolution dated 4 February 2015)

1 **INTERPRETATION**

In the articles

"address" means a postal address or, for the purposes of electronic communication, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with FGSJ,

the **"Articles"** means FGSJ's articles of association,

"clear days" in relation to the period of a notice means a period excluding

- (a) the day when the notice is given or deemed to be given, and
- (b) 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,

the **"Companies Acts"** means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to FGSJ,

the **"Directors"** mean the directors of FGSJ. The directors are charity trustees as defined by section 97 of the Charities Act 1993,

"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 FGSJ's memorandum of association,

"officers" includes the Directors and the Secretary,

the **"seal"** means the common seal of FGSJ if it has one,

"Secretary" means any person appointed to perform the duties of the secretary of FGSJ,

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 these Articles become binding on FGSJ

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

2 LIABILITY OF MEMBERS

2.1 The liability of the members is limited

2.2 Every member of FGSJ undertakes to contribute such amount as may be required (not exceeding £1) to FGSJ's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member for payment of FGSJ's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves

3 OBJECTS

FGSJ's objects (the "**Objects**") are specifically restricted to the following

- (a) to promote, for the benefit of the public, support of the Georgian Society of Jamaica in achieving its aims which are
 - (i) to preserve, restore and maintain Jamaica's historic buildings, monuments, artefacts, works of art, furniture and fixtures, with special emphasis on the period 1720-1850, known in Jamaica as "The Georgian Period",
 - (ii) to promote, where possible, the enactment, rescission or alteration of legislation to enable the accomplishment of the aims set out above at (i), and
 - (iii) to stimulate interest in and promote an appreciation of the value of Jamaica's heritage, and
- (b) to advance the education of the public in the subject of Jamaica's architectural heritage

4 POWERS

FGSJ has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, FGSJ has the power

- (a) to raise funds, including charging a membership subscription fee of such an amount as may be determined by the Directors from time to time. When raising funds, FGSJ must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to FGSJ. In exercising this power, FGSJ must comply as appropriate with section 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006,
- (d) to borrow money and to charge the whole or any part of the property belonging to FGSJ as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. FGSJ must comply as appropriate with section

38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land,

- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (i) to employ and remunerate such staff as are necessary for carrying out the work of FGSJ FGSJ may employ or remunerate a Director only to the extent it is permitted to do so by article 5 and provided it complies with the conditions in that article,
- (j) to
 - (i) deposit or invest funds,
 - (ii) employ a professional fund-manager, and
 - (iii) arrange for the investments or other property of FGSJ 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,
- (k) to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993, and
- (l) to pay out of the funds of FGSJ the costs of forming and registering FGSJ both as a company and as a charity

5 APPLICATION OF INCOME AND PROPERTY

5 1 The income and property of FGSJ shall be applied solely towards the promotion of the Objects Nothing in this document shall prevent

- (a) a Director from being entitled to being reimbursed from the property of FGSJ, or the paying out of such property reasonable expenses properly incurred by him or her when acting on behalf of FGSJ,
- (b) a Director from benefitting from trustee indemnity or directors and officers insurance cover purchased at FGSJ's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993, or
- (c) a Director receiving an indemnity from FGSJ in the circumstances specified in article 36

5 2 None of the income or property of FGSJ may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of FGSJ This does not prevent a member who is not also a Director receiving

- (a) a benefit from FGSJ in the capacity of a beneficiary of FGSJ,

(b) reasonable and proper remuneration for any goods or services supplied to FGSJ

5 3 No Director or connected person may

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

unless the payment is permitted in accordance with article 5 1 or authorised by the court or the Charity Commission

5 4 In article 5 3

- (a) 'FGSJ' includes any company in which FGSJ
 - (i) holds more than 50% of the shares, or
 - (ii) controls more than 50% of the voting rights attached to the shares, or
 - (iii) has the right to appoint one or more directors to the board of the company
- (b) 'connected person' means
 - (i) a child, parent, grandchild, grandparent, brother or sister of the Director,
 - (ii) the spouse or civil partner of the Director or of any person falling within paragraph (i) above,
 - (iii) a person carrying on business in partnership with a Director or with any person falling within (b)(i) or (ii) above,
 - (iv) an institution which is controlled
 - (1) by the Director or any connected person falling within paragraphs (b)(i)-(iii) above, or
 - (2) by two or more persons falling within sub-paragraph (iv)(1) above, when taken together,
 - (v) a body corporate in which
 - (1) the Director or any connected person falling within paragraphs (b)(i)-(iii) has a substantial interest, or
 - (2) two or more persons falling within sub-paragraph (v)(1), when taken together, have a substantial interest

6 MEMBERS

6 1 The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with these Articles shall be the members of FGSJ

6 2 Membership is open to other individuals or organisations who

- (a) apply to FGSJ in the form required by the Directors,

(b) support the Objects of FGSJ, and

(c) pay the annual membership subscription or life membership fee

6 3 Membership is not transferable

6 4 The Directors must keep a register of names and addresses of the members

6 5 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members

7 TERMINATION OF MEMBERSHIP

Membership is terminated if

(a) the member dies or, if it is an organisation, ceases to exist,

(b) the member resigns by written notice to FGSJ unless, after the resignation, there would be fewer than two members,

(c) any sum due from the member to FGSJ is not paid in full within six months of it falling due,

(d) the member is removed from membership by a resolution of the Directors that it is in the best interests of FGSJ that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if

(i) the member has been given at least 21 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, and

(ii) the member or, at the option of the member, the member's representative (who need not be a member of FGSJ) has been allowed to make representations to the meeting,

unless the reason for termination of membership relates to the member being accused of, or charged with, a crime committed against FGSJ, in which case membership is immediately terminated upon the passing of a resolution by the Directors

8 GENERAL MEETINGS

8 1 FGSJ must hold an annual general meeting each year within five months of the end of the financial year and not more than 15 months may elapse between successive annual general meetings

8 2 The Directors may call a general meeting at any time and the members of FGSJ may request and call a general meeting in accordance with the provisions of sections 302 to 305 of the Companies Act

9 NOTICE OF GENERAL MEETINGS

9 1 The minimum periods of notice required to hold a general meeting of FGSJ are

(a) 21 clear days for an annual general meeting or a general meeting called for the passing of a special resolution,

(b) 14 clear days for all other general meetings

9 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 holds not less than 90 per cent of the total voting rights

9 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 these Articles.

9 4 The notice must be given to all the members and to the Directors and auditors (if any).

9 5 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 FGSJ.

10 PROCEEDINGS AT GENERAL MEETINGS

10 1 No business shall be transacted at any general meeting unless a quorum is present.

10 2 A quorum is 10 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

10 3 The authorised representative of a member organisation shall be counted in the quorum.

10 4 If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Directors shall determine.

10 5 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.

10 6 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.

10 7 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors. If he or she is not present within 15 minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting, and if there is only one Director present and willing to act, he or she shall chair the meeting.

10 8 If no Director is present and willing to chair the meeting within 15 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.

10 9 The members present in person, by telephone, by such other electronic means as the Directors may approve or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

10 10 The person who is chairing the meeting must decide the date, time and place which the meeting is to be reconvened unless those details are specified in the resolution.

10 11 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.

10 12 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting

11 VOTING AT GENERAL MEETINGS

11 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,

(b) by at least two 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

11 2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded

11 3 The result of the vote must be recorded in the minutes of the meeting but the number or proportion of votes cast need not be recorded

11 4 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. 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

11 5 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

11 6 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

11 7 Voting on a poll

(a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately

(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 30 days after it has been demanded

(d) 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. In other cases, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

11 8 In the case of equality of votes, whether on a show of hands or on a poll, the person chairing the meeting shall be entitled to a casting vote in addition to any other vote he or she may have

12 CONTENT OF PROXY NOTICES

- 12 1 Proxies may validly be appointed only 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 FGSJ in accordance with the Articles and any instructions contained in the notice of the general meeting to which it relates
- 12 2 FGSJ may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 12 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
- 12 4 Unless a proxy notice indicates otherwise, it must be treated as
- (a) allowing the person appointed a proxy under it 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

13 DELIVERY OF PROXY NOTICES

- 13 1 Subject to article 15 1 a person who is entitled to attend, speak and 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 FGSJ by or on behalf of that person
- 13 2 An appointment under a proxy notice may be revoked by delivering to FGSJ a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given and is revoked automatically if the appointor votes in person on the matter for which a proxy had been appointed
- 13 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
- 13 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

14 WRITTEN RESOLUTIONS

- 14 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, and

(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

14 2 A resolution in writing may comprise several copies to which one or more members have signified their agreement

14 3 In the case of a member that is an organisation, its authorised representative may signify its agreement

15 VOTES OF MEMBERS

15 1 Subject to articles 6 5 and 11 8, every member, whether an individual or an organisation, shall have one vote

15 2 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

15 3 No member shall be entitled to vote at any general meeting unless all monies then payable by him to FGSJ have been paid

15 4 Any organisation that is a member of FGSJ may nominate any person to act as its representative at any meeting of FGSJ

15 5 The organisation must give written notice to FGSJ of the name of its representative The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by FGSJ The representative may continue to represent the organisation until written notice to the contrary is received by FGSJ

15 6 Any notice given to FGSJ will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked FGSJ shall not be required to consider whether the representative has been properly appointed by the organisation

16 DIRECTORS

16 1 A Director must be a natural person aged 18 years or older

16 2 A Director must be a paid-up member of FGSJ

16 3 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of article 20

16 4 The number of Directors shall be not less than five but (unless otherwise determined by ordinary resolution) there shall not be a maximum

16 5 A Director may not appoint an alternate director or anyone to act on his or her behalf at meeting of the Directors

16 6 The Directors are the trustees of FGSJ and only the Directors shall be trustees of FGSJ

16 7 A Director must agree in writing to adhere to the Code of Conduct of Directors of FGSJ, as amended from time to time

17 POWERS OF DIRECTORS

17 1 The Directors shall manage the business of FGSJ and may exercise all the powers of FGSJ unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution

-
- 17 2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors
- 17 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
- 18 **RETIREMENT OF DIRECTORS**
- 18 1 At each annual general meeting one-third of the Directors or, if their number is not three or multiples of three, the number nearest to one-third must retire from office
- (a) 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 amongst themselves) be determined by lot
- (b) A Director appointed by resolution of the other Directors in accordance with article 19 4 must retire at the next annual general meeting
- 18 2 If FGSJ does not fill the vacancy of a retiring Director, that Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and not passed
- 19 **APPOINTMENT OF DIRECTORS**
- 19 1 FGSJ may by ordinary resolution
- (a) appoint a person who is willing to act to be a Director, and
- (b) determine the rotation (if any) in which Directors are to retire
- 19 2 No person other than a Director retiring may be appointed a Director at any general meeting unless
- (a) he or she is recommended by a simple majority of the existing Directors, or
- (b) not less than 14 nor more than 35 clear days before the date of the meeting, the Secretary is given written notice stating
- (i) the person's willingness to be appointed,
- (ii) the person's relevant skills and experience,
- (iii) the details that, if the person were to be appointed, FGSJ would have to file at Companies House, and
- (iv) any other details as the Directors may in their absolute discretion prescribe from time to time
- 19 3 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than 28 clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation
- 19 4 The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director
- 19 5 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting
-

19 6 A Director who retires at an annual general meeting may, if willing to act, be reappointed

19 7 The appointment of a Director, whether by FGSJ in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors

20 DISQUALIFICATION AND REMOVAL OF DIRECTORS

A Director shall cease to hold office if he or she

- (a) ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,
- (b) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 ,
- (c) ceases to be a member of FGSJ,
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
- (e) resigns as a Director by notice to FGSJ (but only if at least two Directors will remain in office when the notice of resignation is to take effect), or
- (f) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the remaining Directors resolve that his or her office be vacated

21 REMUNERATION OF DIRECTORS

The Directors must not be paid any remuneration unless it is authorised by article 5

22 PROCEEDINGS OF DIRECTORS

22 1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles

22 2 Any Director may call a meeting of the Directors

22 3 The Secretary must call a meeting of the Directors if requested to do so by a Director

22 4 Questions arising at a meeting shall be decided by a majority of votes

22 5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote

22 6 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants

22 7 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is to be made "Present" includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants

22 8 The quorum shall be three or such number as may be decided from time to time by the Directors

22 9 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

22 10 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

23 OFFICERS OF FGSJ

23 1 The Directors shall resolve to appoint out of their own number the following three officers

- (a) the Chair,
- (b) the Secretary, and
- (c) the Treasurer,

and the Directors may at any time revoke any such appointment

23 2 If no one has been appointed Chair of the Directors or if the Chair is unwilling to preside or is not present within 10 minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting

23 3 The Chair of the Directors shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Directors

24 WRITTEN RESOLUTIONS OF THE DIRECTORS

24 1 A resolution in writing or in electronic form agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effective as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that

- (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote, and
- (b) a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date

24 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

25 FINANCIAL MANAGEMENT

25 1 Any bank account in which any part of the assets of FGSJ is deposited shall be operated by the Directors and shall indicate the name of FGSJ All cheques and orders for the payment of money from such account shall be signed by at least two Directors

25 2 FGSJ shall not allow for the electronic transfer of assets until such a time as the bank or banks in which FGSJ's assets are held provide a mechanism whereby approval by two Directors is required before a transfer is effected

25 3 The Directors must manage FGSJ in accordance with best practice financial management guidelines as proposed by the Treasurer and adopted by the Directors from time to time

26 DELEGATION

26 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

- 26 2 The Directors may impose conditions when delegating The following conditions must be imposed
- (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 FGSJ except in accordance with a budget previously agreed by the Directors, and
 - (c) any expenditure of £1,000 or more requires the prior approval of the Directors, regardless of the particular item being provided for in the previously agreed budget
- 26 3 The Directors may invite members of FGSJ who are not Directors to join a committee to assist with particular activities of FGSJ
- 26 4 The Directors may revoke or alter a delegation
- 26 5 All acts and proceedings of any committees must be fully and promptly reported to the Directors

27 DECLARATION OF DIRECTORS' INTERESTS

A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with FGSJ or in any transaction or arrangement entered into by FGSJ which has not previously been declared A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of FGSJ and any personal interest (including but not limited to any personal financial interest)

28 CONFLICTS OF INTEREST

- 28 1 If a conflict of interest 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 interest 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 FGSJ to authorise the conflict of interest in the circumstances applying
- 28 2 In this article a conflict of interest 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

29 VALIDITY OF DIRECTORS' DECISION

- 29 1 Subject to article 29 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 interest 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

29 2 Article 29 1 does not permit a Director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for article 29 1, the resolution would have been void, or if the Director has not complied with article 27

30 APPOINTMENTS TO HONORARY POSITIONS

30 1 The members may, on the recommendation of the Directors and by ordinary resolution, appoint individuals to honorary positions within FGSJ Such positions include, but are not limited to, President, Patron and Architectural Consultant

30 2 An individual appointed in accordance with article 30 1 shall not receive any remuneration nor shall he or she be considered a Director or trustee of FGSJ

31 SEAL

If FGSJ has a seal it must be used only 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 a Director and by the Secretary or by a second Director

32 MINUTES

32 1 The Directors must keep minutes of all

- (a) appointments of officers made by the Directors,
- (b) proceedings at meetings of FGSJ,
- (c) meetings of the Directors and committees of Directors including
 - (i) the names of the Directors and others present at the meeting,
 - (ii) the decisions made at the meetings, and
 - (iii) where appropriate the reasons for the decision

33 ACCOUNTS

33 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 successor and adhere to the recommendations of applicable Statements of Recommended Practice

33 2 The Directors must keep accounting records as required by the Companies Acts

33 3 Each year there must be an independent examination of the accounts. Such independent examination must comply with the requirements of the Charities Commission as published from time to time.

34 ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

34 1 The Directors must comply with the requirements of the Charities Act 1993 with regard to the

- (a) submission of statements of accounts to the Commission,
- (b) preparation and submission of an Annual Report to the Commission, and
- (c) preparation and submission of an Annual Return to the Commission

34 2 The Directors must notify the Commission promptly of any changes to FGSJ's entry on the Central Register of Charities

35 MEANS OF COMMUNICATION TO BE USED

35 1 Subject to the Articles, anything sent or supplied by or to FGSJ 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 FGSJ

35 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 provided with such notices or documents for the time being

35 3 Any notice to be given to or by any person pursuant to the Articles

- (a) must be in writing, or
- (b) must be given in electronic form

35 4 FGSJ may give any notice to a member either

- (a) personally,
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address,
- (c) by leaving it at the address of the member, or
- (d) by sending it in electronic form to the member's address

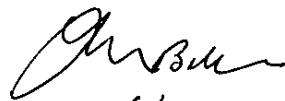
35 5 A member who does not register an address with FGSJ or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from FGSJ

35 6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

35 7 Proof that an electronic form of notice was given shall be conclusive where FGSJ can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006

- 35 8 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
- 36 **INDEMNITY**
- 36 1 FGSJ may indemnify a 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 FGSJ
- 36 2 In this article "Director" means any Director or former Director of FGSJ
- 36 3 FGSJ may indemnify an auditor or independent examiner appointed under article 33 8 against any liability incurred by him or her or it
- (a) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted, or
 - (b) 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 him or her or it by the Court
- 37 **RULES**
- 37 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 FGSJ
- 37 2 The rules or bye laws may regulate the following matters but are not restricted to them
- (a) the admission of members of FGSJ (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 FGSJ in relation to one another, and to FGSJ's employees and volunteers,
 - (c) the setting aside of the whole or any part or parts of the FGSJ'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
- 37 3 FGSJ in general meeting has the power by ordinary resolution to alter, add to or repeal the rules or bye laws
- 37 4 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of FGSJ
- 37 5 The rules or bye laws shall be binding on all members of FGSJ No rule or bye law shall be inconsistent with or repeal anything contained in the Articles

If FGSJ is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the members of FGSJ, but shall be given or transferred to The Georgian Society of Jamaica or if and in so far as effect cannot be given to this provision then to some other charity or charities having objects similar to FGSJ which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on FGSJ by article 5 above, chosen by the members of FGSJ at or before the time of dissolution and if that cannot be done then to some other charitable object


(G.M. BAKER)

4/2/2015 -

CC03

Statement of compliance where amendment of articles restricted



Companies House

What this form is for
You may use this form to state that
the restrictions to change articles
have been observed

What this form is NOT for
You cannot use this form for
notifying a change of articles that
are not restricted

COMPANIES HOUSE

1 Company details

Company number 0 3 4 4 7 9 9 2

Company name in full The Friends of the Georgian Society of Jamaica

→ **Filing in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Statement of compliance ¹

The above company certifies that the amendment has been made in accordance
with the company's articles and, where relevant, any applicable order of a court
or other authority

¹ **Please note**
This form must accompany the
document making or evidencing the
amendment

3 Signature

I am signing this form on behalf of the company

Signature

Signature

X  X

² **Societas Europaea**
If the form is being filed on behalf
of a Societas Europaea (SE) please
delete 'director' and insert details
of which organ of the SE the person
signing has membership

³ **Person authorised**
Under either section 270 or 274 of
the Companies Act 2006

This form may be signed by
Director ², Secretary, Person authorised ³, Liquidator, Administrator,
Administrative receiver, Receiver, Receiver manager, Charity Commission receiver
and manager, CIC manager, Judicial factor

CC03

Statement of compliance where amendment of articles restricted



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Beatrice Berglund**

Company name **Hogan Lovells International LLP**

Address **Atlantic House**

Holborn Viaduct

Post town **London**

County/Region

Postcode **E C 1 A 2 F G**

Country **UNITED KINGDOM**

DX **57 London/Chancery Lane**

Telephone **020 7296 5515**



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- The company name and number match the information held on the public Register
- You are also sending with this form the document making or evidencing the amendment
- You have signed the form



Important information

Please note that all information on this form will appear on the public record



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk