

QUESTIONS RECEIVED FROM MR PATRICK CLINTON REGARDING PROPOSED NEW ARTICLES

Clause 16 which states at the end of the section that "There shall be no voting by proxy". So on that basis not sure we have a valid proxy process in place.

Section 324 of the Companies Act 2006 mandated that proxy voting must be permitted and put in place. Under the 2006 Act, any company limited by guarantee with articles of association which specifically exclude the right of members to appoint proxies will be automatically null and void. The Society was historically in breach of this section until January 2020 when this was corrected. All voting since that date has been undertaken in accordance with the 2006 Act.

The proxy voting process we have in place is therefore absolutely valid and as required by law.

Just an initial thought on the proposed Articles which are of major concern. These rules will in effect enable the erosion of the full independence of the Society from merger within another Charity of Grouping of Charities.

The proposed new Articles utilise the standard wording from the Charity Commission's model Articles, which intentionally permit mergers to take place. The Commission has made clear, particularly recently through a number of communications that they believe there are too many very small inefficient charities.

There is no planned merger of any type currently under consideration by the Society and it is difficult to see when or if one would ever be appropriate. Should that position ever change, any proposed merger could not proceed without the support of the majority of voting members in general meeting.

The Powers section of the proposed Articles make this very clear in para 11 that this is being planned for.

We do not agree. There is no such plan. There are a number of powers permitted in the Articles. Simply because Powers are there should not be assumed to mean all or any are being planned for.

I have yet to complete my review and note very extensive powers to trustees and "connected persons" and erosion of Membership power - very sad day for the Society if this approved on Saturday.

We do not agree and are disheartened to hear you feel this is the case. The proposed new Articles utilise the standard wording from the Charity Commission's model Articles. The

majority of the revised Articles as currently presented are the same as the Articles that have been available to view on the Society's website for the past 12 months. We recall you conducted an extensive review of these in 2020, raising a number of points with our Chair of the Governance, Audit & Risk Committee at the time.