

Company limited by Guarantee and not having share capital

Articles of Association  
of  
American Women's Club Limited  
Company Number 00552731

Trading as "The American Women's Club of London" and "American Women's Club Ltd of London"

Approved on 25<sup>th</sup> April 2017

## INDEX TO THE ARTICLES

### PART 1

#### *INTERPRETATION AND FINANCIAL PROVISIONS*

1. Defined terms
2. Financial Provisions and Limitation of Liability

### PART 2

#### *NAME, OBJECTS AND POWERS*

3. Name
4. The Objects
5. Powers

### PART 3

#### *PRESIDENT AND VICE PRESIDENT*

6. Appointment
7. Term
8. Eligibility
9. Election
10. Termination

### PART 4

#### *DIRECTORS*

#### DIRECTORS' POWERS AND RESPONSIBILITIES

11. Size of the Board
12. Directors' general authority
13. Members' reserve power
14. Directors may delegate
15. Committees

#### DECISION-MAKING BY DIRECTORS

16. Directors to take decisions collectively
17. Written Resolutions
18. Calling a Directors' meeting
19. Participation in Directors' meetings
20. Quorum for Directors' meetings
21. Chairing of Directors' meetings
22. Casting vote
23. Conflicts of interest
24. Records of decisions to be kept

## APPOINTMENT OF DIRECTORS

- 25. Methods of appointing Directors
- 26. Termination of Director's appointment

## OTHER MATTERS

- 27. Directors' expenses

## PART 5

### *MEMBERS*

#### MEMBERSHIP

- 28. Categories of Membership

#### MEMBERSHIP DUES

- 29. Setting Dues

#### BECOMING AND CEASING TO BE A MEMBER

- 30. Applications for membership
- 31. Termination of membership

## PART 6

### *GENERAL MEETINGS*

#### ORGANISATION OF GENERAL MEETINGS

- 32. Calling a General Meeting
- 33. Annual General Meeting
- 34. Attendance and speaking at General Meetings
- 35. Quorum for General Meetings
- 36. Chairing General Meetings
- 37. Attendance and speaking by non-members
- 38. Adjournment

#### VOTING AT GENERAL MEETINGS

- 39. Votes
- 40. Casting Vote
- 41. Voting: general
- 42. Errors and disputes
- 43. Poll votes
- 44. Content of proxy notices
- 45. Proxy notices – other provisions
- 46. Amendments to resolutions

## PART 7

### *ADMINISTRATIVE ARRANGEMENTS*

- 47. Means of communication to be used
- 48. Notices
- 49. Club seals
- 50. No right to inspect accounts and other records
- 51. Provision for employees on cessation of business

#### DIRECTORS' INDEMNITY AND INSURANCE

- 52. Indemnity
- 53. Insurance

## ACCOUNTS AND BYE LAWS

54. Accounts

55. Bye Laws

## AMMENDMENT OF ARTICLES

56. Amendment of these Articles

## PART 1

### INTERPRETATION AND FINANCIAL PROVISIONS

#### 1. Defined terms

In the Articles, unless the context requires otherwise—

“**Articles**” means the Club’s Articles of Association set out herein;

“**bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“**chairperson of the meeting**” has the meaning given in Article 36;

“**Club**” means the American Women’s Club Ltd;

“**clear days**” means a period of time between the serving of a notice and the date on which it comes into effect that excludes the day of service and the day on which the meeting is to be held;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Club;

“**Director**” means a Director of the Club selected as set out herein;

“**Director Elect**” means a person who has been elected as a Director of the Club but who has not yet taken office under Article 25 (a);

“**document**” includes, unless otherwise specified, any document sent or supplied to an electronic address;

“**electronic address**” means an email address in each case registered with the Club by a member and to which the member has agreed notices and other communications from the Club can be sent;

“**General Meeting**” means any meeting of the members of the Club validly called to carry out business as set out herein. Its meaning includes an Annual General Meeting;

“**member**” has the meaning given in section 112 of the Companies Act 2006 and Article 28;

“**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006 and requires a simple majority of votes cast in person or by proxy to pass it

“**participate**”, in relation to a Directors’ meeting, has the meaning given in Article 19;

“**President**” is the person elected to that position as provided in Article 6;

“**proxy notice**” has the meaning given in Article 44;

“**special resolution**” has the meaning given in section 283 of the Companies Act 2006 and thus requires a 75% majority of the votes cast in person or by proxy to pass it;

“**subsidiary**” has the meaning given in section 1159 of the Companies Act 2006; “**Vice President**” is the person elected to that position as provided in Article 6; and

“**writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied to an electronic address or otherwise.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Club.

## 2. Financial Provisions and Limitation of Liability

### (a) Use of Income and Capital.

The income and capital (including property) of the Club shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Club.

### (b) Winding up of the Club

Upon the winding up of the Club the surplus assets (if any) of the Association or funds arising from the realisation thereof which shall remain after payment of all debts and liabilities of the Club shall not be paid or distributed among the members of the Club but shall be given, paid, or transferred to such body(ies) having objects similar to those of the Club as the members at the time of the commencement of such winding up shall determine by special resolution at or before the dissolution of the Club.

### (c) Liability of members

- i. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Club in the event of its being wound up with insufficient assets to meet its liabilities while she is a member or within one year after she ceases to be a member, for –
  - A. payment of the Club's debts and liabilities contracted before she ceases to be a member and
  - B. payment of the costs, charges and expenses of winding up.

## PART 2

### NAME, OBJECTS AND POWERS

#### 3. Name

The company shall be called the "American Women's Club Limited."

#### 4. The Objects

The Objects of the Club are:

- (a) To carry on the business of a club and of club proprietors as a centre for American and other women during their time of sojourn in London and its environs with the objectives of:
  - i. welcoming and assisting newcomers and their families;
  - ii. promoting friendship and cooperation among members;
  - iii. pursuing interests of members;
  - iv. furthering members' understanding of Britain; and
  - v. providing useful services to members and the wider community;
- (b) To carry on such other business and activities in connection therewith as are customarily or usually carried on by such a business or are naturally incidental thereto;
- (c) To manage the affairs and catering (if any) of the club and generally to do whatever may seem best calculated to promote the interests of the club and the members thereof; and
- (d) In return for (a) – (c) above, the members will make a payment of the club subscription and or Dues and any Administrative Fees as may be approved from time to time.

#### 5. Powers

In addition to any other powers it may have, the Club has the following powers and abilities to further the Objects of the Club:

- (a) Borrow money and offer as security a mortgage or charge on any or all of the assets (real or personal) of the Club or issue any kind of debenture notes, bonds, or other obligations, bills of exchange, promissory notes, or other negotiable instruments;
- (b) Carry on any business (whether solely or in any form of partnership or other profit sharing arrangement) for the benefit of the Club and its members;
- (c) Lease, buy, sell, own, build or demolish any real property, and lease, buy, sell or own business or other real or personal assets for the benefit of the Club and its members;
- (d) Deposit money in interest bearing or non interest bearing accounts as may be appropriate to the requirements of the Club;
- (e) Make and dispose of investments for the benefit of the Club and its members;

- (f) Carry out fundraising activities;
- (g) Donate Club funds to any charity or other worthy organisation;
- (h) Hold such funds as may be deemed appropriate as reserves;
- (i) Employ and remunerate such staff as may be necessary for the running of the Club; and
- (j) Do all such other things as are necessary or desirable in the interests of the Club, or are incidental or conducive to the attainment of the Objectives of the Club set out above.

## PART 3

### PRESIDENT AND VICE PRESIDENT

#### **6. Appointment**

The President and the Vice President will be elected by the Directors in accordance with Articles 8 and 9 for a term as set out in Article 7.

#### **7. Term**

- (a) The President and the Vice President shall be elected to serve for a term of two years or such shorter term as the Directors may decide;
- (b) Neither the President nor the Vice President shall serve a further term in the same role until twelve months have passed since the end of their previous term;
- (c) The term of the President and the Vice President will start at the close of the AGM following their election and will end at the close of the AGM two years later or at the end of such shorter period of time as the Directors may agree under Article 7 (a) above; and
- (d) Should either the President or the Vice President resign during her term, the Directors shall select another Director to serve in the vacated position. Such a person will serve until the close of the AGM next following her appointment and the Directors will hold an election in the month preceding such AGM to choose a President or Vice President as the case maybe for a full term. Any person appointed to the position of President or Vice President under this sub clause (d) shall be entitled to stand (provided she is eligible to do so) in any election held preceding the AGM next following her initial appointment and any period initially held shall not count towards her term fixed under Article 7 (a).

#### **8. Eligibility**

- (a) To be eligible to stand for election as President or Vice President, a candidate must
  - i. be a Category A member;
  - ii. be a Director of the Club or have been elected as a Director Elect in the ballot to elect Directors held immediately preceding the date of the election in which the candidate has been nominated to stand as President or Vice President;
  - iii. be nominated and seconded by other Directors;
  - iv. be normally resident in the UK and have indicated her willingness to serve in the role for which she is being nominated; and
  - v. shall have at least two years left to serve as a Director (or such shorter period that may be required to complete a term determined by the Directors under 7 (a) above) before she has to retire as a Director under Article 25 (a). In calculating the period of time left to serve as a Director for the purposes of this sub clause it shall be possible to include an assumption that a candidate who has less than two years to serve of her first term as a Director will be elected to a second term as a Director.

**9. Election**

- (a) The nomination of candidates for the position or positions of President or Vice President that may be coming vacant following an Annual General Meeting and the subsequent election by the Directors of a person or persons to fill those positions shall take place at a meeting of Directors held as set out in Article 9 (b).
- (b) The details of the process for receiving nominations and subsequently holding the election or elections and the exact timetable for these events shall be agreed by the Directors before any election is held provided that the nomination or nominations will be made and election or elections will be held during the period starting with the end of the ballot to elect Directors and ending at the start of the Annual General Meeting at the end of which the term of either President or the Vice President will finish.
- (c) No Director who is a candidate for election to the position of either President or Vice President shall vote in any election to fill the position for which she is standing.

**10. Removal of the President or Vice President**

- (a) The persons elected to the positions of President and Vice President may be removed from their positions by the Club's members in accordance with the provisions of this Article.
- (b) If either the President or the Vice President becomes unfit to serve in their elected role, or if they have committed a breach of trust, the members may by ordinary resolution vote for the early removal of that person from their position.
- (c) In the case of early termination of the President or Vice President's role, the Directors shall elect a replacement in accordance with Articles 8 and 9 for a term as set out in Article 7.

**PART 4****DIRECTORS****DIRECTORS' POWERS AND RESPONSIBILITIES****11. Size of the Board**

- (a) The Board of Directors shall have a minimum number of Directors of ten and a maximum number of Directors of eighteen.
- (b) If at any time the total number of Directors is less than the minimum as set out in Article 11 (a) above, the Directors must not take any decision other than a decision-
  - i. to select further Directors, or
  - ii. to call a General Meeting so as to enable the members to appoint further Directors.

**12. Directors' general authority**

- (a) The Directors shall manage the business of the Club and may exercise all the powers of the Club subject to any restrictions imposed by the Companies Act or the Club's Articles, Bye-Laws and/or any special resolution.
- (b) No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (c) Any meeting of the Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors subject to any restrictions imposed by the Companies Act or the Club's Articles, Bye-Laws and/or any special resolution.
- (d) The Directors shall appoint one Director to act as the Treasurer of the Club.
- (e) The Directors shall appoint a Company Secretary who will have the responsibilities set out in the Companies Act.

**13. Members' reserve power**

- (a) The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
- (b) No such special resolution invalidates anything which the Directors have done before the passing of the resolution in accordance with Article 13(a).

**14. Directors may delegate**

- (a) Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles -
  - i. to such person or committee;
  - ii. by such means (including by power of attorney);
  - iii. to such an extent;
  - iv. in relation to such matters and on such terms and conditions;as they think fit.
- (b) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- (c) The Directors may revoke any delegation in whole or part, or alter its terms and conditions at any time.

**15. Committees**

- (a) Committees formed to oversee club initiatives or activities to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- (b) Rules of procedure for all or any committees may not conflict with the provisions of these Articles.
- (c) In the event of conflict between committee rules and the provisions of the Articles, the Articles shall prevail.

**DECISION-MAKING BY DIRECTORS****16. Directors to take decisions collectively**

The general rule about decision-making by Directors is that any decision of the Directors taken at a meeting of Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 17.

**17. Unanimous decisions**

1. A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.
2. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
3. References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
4. A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

**18. Calling a Directors' meeting**

- (a) Any Director may call a Directors' meeting by giving notice of the meeting to the Directors.
- (b) The President must call a meeting if requested to do so by a Director.
- (c) Notice of any Directors' meeting must indicate -
  - i. its proposed date and time;
  - ii. where it is to take place; and
  - iii. if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.



- (d) Notice of a Directors' meeting must be given to each Director, but need not be in writing.
- (e) Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Club not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

### **19. Participation in Directors' meetings**

- (a) Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when -
  - i. the meeting has been called and takes place in accordance with the Articles, and
  - ii. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (b) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- (c) If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever each of them is located.

### **20. Quorum for Directors' meetings**

- (a) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (b) The quorum for Directors' meetings shall be seven Directors who are qualified to vote.

### **21. Chairing of Directors' meetings**

- (a) The President, if present, shall chair meetings of the Directors.
- (b) If the chairperson is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

### **22. Casting vote**

- (a) If the numbers of votes for and against a proposal are equal, the chairperson has a casting vote.
- (b) Article 22(a) will not apply if, in accordance with Article 23 below, the chairperson is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **23. Conflicts of interest**

- (a) If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Club in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (b) But if paragraph (c) applies, a Director who is interested in an actual or proposed transaction or arrangement with the Club is to be counted as participating in the decision-making process for quorum and voting purposes.
  - i. This paragraph applies when the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest;
- (c) For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- (d) Subject to paragraph (e), if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairperson whose ruling in relation to any Director other than the chairperson is to be final and conclusive.
- (e) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairperson, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

**24. Records of decisions to be kept**

The Directors must ensure that the Club keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

**APPOINTMENT OF DIRECTORS****25. Methods of appointing Directors**

- (a) Subject to 25 (c) ii each Director shall be elected for a three year term. No Director may serve for more than two consecutive terms and may not be then become a Director again until a continuous period of 12 months has passed. The Term of a Director will commence at the close of the Annual General Meeting next following her election and shall run until the close of the Annual General Meeting three years after she took office.
- (b) Persons wishing to offer themselves for election must
  - i. be a member of the Club;
  - ii. be nominated and seconded by members of the Club in a manner and by date agreed by the Directors before the holding of the ballot; and
  - iii. be willing to serve as a Director
- (c) Subject to Article 25 (a) above, any member who is permitted by law to do so, may be selected to be a Director -
  - i. by being elected by the members of the Club in a ballot to be held each year within the four weeks before the Annual General Meeting to fill any vacant positions that will occur following the end of the said Annual General Meeting. Such a ballot will be held according to rules and to a timetable agreed by the Directors before the Ballot is held save that it must be held in a manner so that the results are available at the AGM next following the calling of the ballot; or
  - ii. by a decision of the Directors. If a Director is selected by the Directors, she must offer herself for election at the next occurring Annual General Meeting as provided in Article 25 (c) i above. If a Director is appointed under this sub clause, her three year term will run from the end of the Annual General Meeting next following her election; not from the date of her original appointment by the Board.

**26. Termination of Director's appointment**

A person ceases to be a Director as soon as -

- (a) The person has served two consecutive three year terms;
- (b) That person ceases to normally reside in the UK;
- (c) The person ceases to be a member;
- (d) That person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
- (e) a bankruptcy order is made against that person;
- (f) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (g) a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- (h) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- (i) notification is received by the Club from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

## OTHER MATTERS

### **27. Directors' expenses**

The Club may pay any reasonable expenses which the Directors properly incur in connection with their attendance at -

- (a) meetings of Directors or committees of Directors, or
- (b) General Meetings, or
- (c) separate meetings of the holders of debentures of the Club, or
- (d) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.;

provided that appropriate proof of expenditure is offered by the Director and is in accordance with the Club's Bye Laws on director expenditure.

## PART 5

## MEMBERS

### MEMBERSHIP

### **28. Categories of membership**

There shall be three categories of membership:

- (a) Category A - women who are citizens of the United States of America;
- (b) Category B - women who have spouses, children, or parents who are citizens of the United States of America;
- (c) Category C – women who are not citizens of the United States of America. The number of Category B members and Category C members added together shall not exceed a number equal to 40% of the number of members in Category A.

### MEMBERSHIP DUES

### **29. Setting of Dues**

- (a) All members will pay the Dues and any other fees set by the Club from time to time.
- (b) The Directors will bring to the members any proposal to set or change the level of dues by an ordinary resolution at a General Meeting.

## BECOMING AND CEASING TO BE A MEMBER

### **30. Applications for membership**

No person shall become a member of the Club unless -

- (a) that person has completed an application for membership in a form approved by the Directors;
- (b) the Director of Membership, or another appointed Director, has reviewed and approved the application and decided which category of membership the applicant is to join keeping in line with Article 28 Categories of Membership, and
- (c) the applicant has settled any Dues payable.

### **31. Termination of membership**

- (a) A member may withdraw from membership of the Club by giving 7 clear days' notice to the Club in writing.
- (b) Membership is not transferable.
- (c) A person's membership shall cease if the Dues are not paid by a date that is not later than four weeks after the due date.
- (d) A person's membership terminates when that person dies.
- (e) The Directors shall be able to suspend or terminate the membership of any member guilty of a serious violation of the Articles or any Bye Laws that the Club may have adopted or for conduct unbecoming the best interests of the Club provided that:
  - i. To pass such a resolution there must be number of votes in favour equal to two thirds of all Directors (not just those present at the meeting); and
  - ii. The member shall be given full opportunity of being heard by the Directors before any vote is taken.
- (f) The decision of the Directors in such a case will be final.
- (g) Any member who is so suspended or expelled shall not be entitled to any refund of Dues, Fees or contributions.

## **PART 6**

### **GENERAL MEETINGS**

#### **ORGANISATION OF GENERAL MEETINGS**

### **32. Calling of a General Meeting**

- (a) A General Meeting may be called by
  - i. The Directors.
  - ii. A group of members requesting the Directors to call a General Meeting provided the General Meeting is requested by 10% of the membership at the date of their request. Such a request must:
    - A. state the general nature of the business to be dealt with at the meeting; and
    - B. include the text of any resolution that those calling the meeting intend to propose at the meeting.Such a resolution may properly be moved at a meeting unless -
    - A. it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Club's constitution or otherwise);
    - B. it is defamatory of any person; or
    - C. it is frivolous or vexatious.
  - iii. Should such a valid request be received by the Directors, the Directors must call a General Meeting within 21 days and the meeting must take place within 28 days of the date of the notice. The notice of the General Meeting must include any valid resolution requested by the group of members requesting the meeting.
  - iv. If the Directors fail to call a General Meeting following a valid request by a group of members, the group of members or any part of that group provided it consists of 50% or more of the original group may call the meeting at the Club's expense.
- (b) A minimum of fourteen clear days' notice of a General Meeting (including an Annual General Meeting) and all resolutions to be considered thereat shall be given.
- (c) Any notice calling a General Meeting (including an Annual General Meeting) must -
  - i. be sent to every member of the Club;
  - ii. contain details of the date, time and place of the meeting being called;
  - iii. contain the text of any resolutions to be put at any such meetings; and
  - iv. contain a statement (which is given reasonable prominence) informing members of their right to appoint a proxy under the provisions of these Articles and the Companies Acts.

**33. Annual General Meeting**

- (a) Within six months of the end of the Club's financial year (and in any event at least once in every twelve month period), the Directors will call an Annual General Meeting.
- (b) The business of the Annual General Meeting must include
  - i. to receive from the President (or if she is not present from the chairperson of the meeting) a report on the past year's activities of the Club and any statement that may be made on future proposals and plans;
  - ii. to receive a report from the Treasurer (or if she is not present from the chairperson of the meeting) on the previous year's financial results and future financial prospects;
  - iii. to approve the appointment of the Club's auditors for the forthcoming year; and
  - iv. to transact such other business as may be validly brought before a General Meeting in accordance with these Articles.

**34. Attendance and speaking at General Meetings**

- (a) A member is able to exercise the right to speak at a General Meeting when that person is present at the meeting.
- (b) A person (if a member or the appointed proxy of a member) is able to exercise the right to vote at a General Meeting when that person is present at the meeting.
- (c) 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.

**35. Quorum for General Meetings**

- (a) A quorum is fifteen members.
- (b) No business other than the appointment of the chairperson of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.

**36. Chairing General Meetings**

- (a) The President shall chair General Meetings if present and willing to do so.
- (b) If the President is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start -
  - i. the Directors present, or
  - ii. (if no Directors are present), the meeting must appoint a Director or member to chair the meeting, and the appointment of the chairperson of the meeting must be the first business of the meeting.
- (c) The person chairing a meeting in accordance with this Article is referred to as "the chairperson of the meeting".

**37. Attendance and speaking by non-members**

The chairperson of the meeting may permit other persons who are not members of the Club to attend and speak at a General Meeting.

**38. Adjournment**

- (a) If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairperson of the meeting must adjourn it.
- (b) The chairperson of the meeting may adjourn a General Meeting at which a quorum is present if -
  - i. the meeting consents to an adjournment; or
  - ii. it appears to the chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (c) The chairperson of the meeting must adjourn a General Meeting if directed to do so by the meeting.

- (d) When adjourning a General Meeting, the chairperson of the meeting must -
  - i. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and
  - ii. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (e) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least 7 clear days' notice of it -
  - i. to the same persons to whom notice of the Club's General Meetings is required to be given; and
  - ii. containing the same information which such notice is required to contain.
- (f) No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## VOTING AT GENERAL MEETINGS

### 39. Votes

- (a) Every member will have one vote.
- (b) A member of the Club is entitled to appoint another person as her proxy to exercise all rights to attend and vote at any General meeting of the Club including an Annual General Meeting.

### 40. Casting vote

If the numbers of votes for and against a proposal are equal, the chairperson of the meeting has a casting vote.

### 41. Voting: general

A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

### 42. Errors and disputes

- (a) No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (b) Any such objection must be referred to the chairperson of the meeting whose decision is final.

### 43. Poll votes

- (a) A poll on a resolution may be demanded -
  - i. in advance of the General Meeting where it is to be put to the vote; or
  - ii. at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (b) A poll may be demanded by -
  - i. the chairperson of the meeting;
  - ii. the Directors;
  - iii. two or more persons having the right to vote or representing a person having the right to vote on the resolution; or
  - iv. a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

A demand for a poll may be withdrawn if -

- i. the poll has not yet been taken; and
  - ii. the chairperson of the meeting consents to the withdrawal.
- (c) If a poll is demanded, it must be held as provided in this Article unless the poll demanded concerns the election of a chairperson of the meeting or the adjournment of the meeting in which cases the decision shall be taken by a show of hands.

- (d) Polls must be taken in such manner as the chairperson of the meeting directs and may be held -
  - i. Immediately;
  - ii. At a later point in the meeting; or
  - iii. At such other time and place as the chairperson of the meeting directs provided that any poll not held at the meeting at which it is demanded must -
    - A. be held within 30 days; and
    - B. can only be held after giving seven clear days notice specifying the time and place at which the poll is to be held.
- (e) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (f) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

#### **44. Content of proxy notices**

- (a) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which -
  - i. states the name and address of the member appointing the proxy;
  - ii. identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;
  - iii. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - iv. is delivered to the Club in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.
- (b) The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) 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.
- (d) Unless a proxy notice indicates otherwise, it must be treated as -
  - i. 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
  - ii. 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.

#### **45. Proxy notices – other provisions**

- (a) 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 Club by or on behalf of that person.
- (b) An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (c) 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.
- (d) 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.
- (e) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Directors) may be lodged with the Club as follows -
  - i. in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Club in relation to the meeting no later than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - ii. in the case of an appointment sent to an electronic address where the electronic address has been specified for the purpose of receiving such communications in -

- A. the notice convening the meeting;
- B. any instrument of proxy sent out by the Club in relation to the meeting; or
- C. any invitation contained in an electronic communication to appoint a proxy issued by the Club in relation to the meeting.

It must be received at such address no later than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote.

In calculating the 48 hour time period in sub paras (i) and (ii) above, no account shall be taken of any part of a day that is not a working day.

- (f) An appointment of proxy which is not deposited, delivered or received in a manner described in Article 45 (e) shall be invalid.
- (g) A vote given or poll demanded by proxy shall be considered valid unless it is determined by a Valid Notice of Determination.

For the purposes of this clause a Valid Notice of Determination means a notice that is received by the club at -

- i. its registered office;
- ii. at such other place at which the instrument of proxy was duly deposited; or
- iii. (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received, no later than 24 hours before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) 24 hours before the time appointed for taking the poll.

#### **46. Amendments to resolutions**

- (a) An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if-
  - i. notice of the proposed amendment is given to the Club in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairperson of the meeting may determine); and
  - ii. the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (b) A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if -
  - i. the chairperson of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed; and
  - ii. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (c) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

## **PART 7**

### **ADMINISTRATIVE ARRANGEMENTS**

#### **GENERAL**

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

- (a) Subject to the Articles, anything sent or supplied by or to the Club 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 Club.



- (b) 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.
- (c) A Director may agree with the Club that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### 48. Notices

- (a) The Club may give any notice to a member either -
  - i. personally;
  - ii. by sending it by post in a prepaid envelope addressed to the member at his or her address;
  - iii. by leaving it at the address of the member;
  - iv. by sending it to a member's electronic address provided the member has supplied the Club with an electronic address and has agreed that notices may be delivered to that electronic address. Any member not electing to receive notices by the method in this sub clause (iv) will be entitled (subject to Article 48 (b) below) to receive notices by any one of the methods in (i) – (iii) above; or
  - v. by posting it on the Club's web site provided that -
    - A. a member has agreed to receive communications via the web site; and
    - B. every member who so agrees is sent an email to their electronic address each time a new notice is so posted stating that a Club notice has been posted on the web site,
    - C. In the event that the notice being posted on the web site is a Notice of a General Meeting or an Annual General Meeting, the email drawing attention to it must state -
      - 1) That it concerns a Notice of a Club meeting; and
      - 2) Specify the place, date, and time of the meeting.Any such Notice must be available on the website throughout the period beginning with the date of the notification and ending with the conclusion of the meeting.
    - D. Any member who does not elect to receive notices by the method in this sub clause (v) shall be entitled (subject to Article 48 (b) below) to be sent a notice by any one of the methods in (i), (ii), (iii), or, if the member has so elected, (iv) above
- (b) A member who does not register an electronic address with the Club and who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Club.
- (c) A member present in person or by proxy at any meeting of the Club shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (e) Proof that a notice contained in an electronic communication was sent in accordance with the guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (f) Provided a notice has been properly addressed, it shall be deemed to be given:
  - i. 48 hours after the envelope containing it was posted; or
  - ii. in the case of an electronic communication, 48 hours after it was sent.In calculating this time period no account shall be taken of any part of a day that is not a working day.

**49. Club seals**

- (a) Any common seal may only be used by the authority of the Directors.
- (b) The Directors may decide by what means and in what form any common seal is to be used.
- (c) If the Club has a common seal and it is affixed to a document, the document must also be signed by at least two Directors each in the presence of a witness who attests the signature.

**50. No right to inspect accounts and other records**

Except as provided by law or authorised by these Articles or by the Directors or an ordinary resolution of the Club and subject to Article 54 (e), no person is entitled to inspect any of the Club's accounting or other records or documents merely by virtue of being a member. The Directors may impose reasonable restrictions as to the time and manner of the inspection.

**51. Provision for employees on cessation of business**

The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Club or any of its subsidiaries (other than a Director or former Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Club or that subsidiary.

**DIRECTORS' INDEMNITY AND INSURANCE****52. Indemnity**

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

**53. Insurance**

- (a) The Directors may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant Director in respect of any relevant loss.
- (b) In this Article -
  - i. a "relevant Director" means any Director or former Director of the Club or an associated company;
  - ii. a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Club, any associated company or any pension fund of the Club or associated company; and
  - iii. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

**ACCOUNTS AND BYE LAWS****54. Accounts**

- (a) The Directors must prepare for each financial year annual accounts and reports as required by the 2006 Companies Act. The annual accounts and reports must be prepared to show a true and fair view and follow the relevant provisions of the 2006 Companies Act, accounting standards issued or adopted by the Accounting Standards Board or its successors, and adhere to the recommendations of applicable Statements of Recommended Practice.
- (b) The Directors must keep accounting records as required by the 2006 Companies Act.
- (c) The annual accounts and reports for each year must be approved by the Directors and subsequently signed by two Directors.
- (d) The Directors will arrange to have the Club's annual accounts and reports audited by an independent properly qualified auditor. The auditor shall be independent of the Club and not a member or employee of the Club, or a partner, family member or related in any way to a member of the Club.
- (e) The Directors will send (in the manner provided for the service of Notices in Articles 47 and 48) a copy of the Club's audited annual accounts and reports for each financial year to -
  - (i) every member of the company,
  - (ii) every holder of the company's debentures (if any); and
  - (iii) every person who is entitled to receive notice of General Meetings.

**55. Bye Laws**

- (a) The Directors may from time to time draw up such reasonable and proper Bye Laws as they may deem necessary or expedient for the proper conduct and management of the Club and put these for the approval of the members by an ordinary resolution at a General Meeting. Any amendment to previously approved Bye Laws shall be approved in the same manner.
- (b) No Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or these Articles.
- (c) The rules or Bye Laws shall be binding on all members of the Club.

**AMENDMENT OF ARTICLES****56. Amendment of these Articles**

Any amendment to these Articles must be passed as a special resolution at a General Meeting.

These Articles were adopted on	23 March 2010
First Amendment	27 April 2010
Second Amendment	19 April 2011
Third Amendment	26 April 2016
Fourth Amendment	25 April 2017

### Annex – Sample Proxy Form drafted in accordance with Article 44

#### American Women’s Club Ltd

#### PROXY FORM

NB To be valid, this form should be completed and delivered to the offices of American Women’s Club Ltd by hand or by post to 68 Old Brompton Road, London, SW7 3LQ, UK or by email to the following e-mail address - awc@awclondon.org. All Proxy Forms must be received no later than 48 hours before the date of the meeting. Forms received after this will not be considered valid.

.....  
print Name of member  
of

.....  
Address  
being a member of the above-named Club,  
hereby appoint

.....  
print name of Proxy – if no name is inserted here, the Chairperson of the meeting will hold the proxy  
of

.....  
address of Proxy

or failing her/him or if I name no one above, then the Chairperson of the meeting as my proxy to vote in my name and on my behalf at the [Annual] General Meeting of the Club, to be held on .....and at any adjournment thereof.  
insert date of meeting

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

Resolution No 1		For [ ]	Against [ ]
Resolution No 2		For [ ]	Against [ ]

Etc

*(NB Any/all resolutions to be put to the General Meeting to be included in this list)*

Put a cross in the boxes if desired. Unless instructed by putting crosses in the boxes above, the proxy may vote as she/he thinks fit or may abstain from voting.

Signed by	Date
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