THE ANNUAL GENERAL MEETING OF THE SOCIETY FOR THE PROTECTION OF ANTIQUE BUILDINGS WILL BE HELD ON TUESDAY, 2 OCTOBER 2018 AT 3.00PM AT ST BOTOLPH’S CHURCH HALL, BISHOPSGATE, LONDON, EC2M

AGENDA

<table>
<thead>
<tr>
<th>Item</th>
<th>Description</th>
<th>Lead</th>
<th>Time</th>
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<tbody>
<tr>
<td></td>
<td>AGM Opens</td>
<td></td>
<td>3:00pm</td>
</tr>
<tr>
<td>1</td>
<td>Apologies for Absence</td>
<td></td>
<td>3:03pm</td>
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<tr>
<td>2</td>
<td>Declarations of Interest</td>
<td></td>
<td>3:05pm</td>
</tr>
<tr>
<td>3</td>
<td>Minutes of the AGM held at 37 Spital Square on 5 September 2017</td>
<td></td>
<td>3:10pm</td>
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REPORTS

<table>
<thead>
<tr>
<th>Item</th>
<th>Description</th>
<th>Lead</th>
<th>Time</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>SPAB Activities 2017-18 and Aims for 2018-19</td>
<td>IB &amp; MS</td>
<td>3:15pm</td>
</tr>
<tr>
<td>6</td>
<td>SPAB Old House Show 2018: initial feedback</td>
<td>PE</td>
<td>3:25pm</td>
</tr>
<tr>
<td>7</td>
<td>Boxley building repair project</td>
<td>MS</td>
<td>3:35pm</td>
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ORDINARY RESOLUTIONS

<table>
<thead>
<tr>
<th>Item</th>
<th>Description</th>
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<th>Time</th>
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<tbody>
<tr>
<td>8</td>
<td>To receive the Report and Financial Statements of the Executive Committee for the year ended 31 December 2017</td>
<td>IB &amp; CF</td>
<td>3:45pm</td>
</tr>
<tr>
<td>9</td>
<td>To note Guardians elected in 2017 and members of the Executive Committee.</td>
<td>IB</td>
<td>3:50pm</td>
</tr>
<tr>
<td>10</td>
<td>To re-elect Crowe Clark Whitehill as the Company’s auditors in accordance with s385 of the Companies Act 1985 and to authorise the Board of Trustees to fix their remuneration.</td>
<td>IB</td>
<td>3:55pm</td>
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SPECIAL RESOLUTION

<table>
<thead>
<tr>
<th>Item</th>
<th>Description</th>
<th>Lead</th>
<th>Time</th>
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<tbody>
<tr>
<td>11</td>
<td>Introduction: transition arrangements over 2019 and questions</td>
<td>IB &amp; MS</td>
<td>4:00pm</td>
</tr>
<tr>
<td>12</td>
<td>Subject to the consent of the Republic of Ireland Charities Regulator, the articles of association circulated with the notice to the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company</td>
<td>IB</td>
<td>4:20pm</td>
</tr>
<tr>
<td>13</td>
<td>Any Other Business</td>
<td></td>
<td>4.25pm</td>
</tr>
<tr>
<td>14</td>
<td>Close of AGM</td>
<td></td>
<td>4.30pm</td>
</tr>
<tr>
<td>15</td>
<td>The AGM will be followed by a social gathering at 37 Spital Square</td>
<td></td>
<td>5:00 pm</td>
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SPAB No. 5743962

Amended Articles Approved at AGM 2 October 2018

Articles of Association

of

The Society for the Protection of Ancient Buildings

Incorporated on 12 March 2006
As amended by Special Resolution on 23 June 2007,
Written Special Resolution on 14 December 2007,
Special Resolution on 26 June 2010
Special Resolution on 1 July 2011
Special resolution on 1 September 2015 and
Special resolution on 2 October 2018

The Society for the Protection of Ancient Buildings shall be administered in accordance with these Articles of Association as amended by the Transitional Provisions set out in the Schedule. The Transitional Provisions shall have effect from the Articles amendment date until the sixth anniversary of the board transition date, whereupon they shall cease to have effect.
THE COMPANIES ACTS 1985 - 2006
COMPANY NOT HAVING A SHARE CAPITAL

Articles of Association of
The Society for the Protection of Ancient Buildings

1 The company's name is The Society for the Protection of Ancient Buildings ("the Charity").

2 The Charity's registered office is to be situated in England.

Objects.

3 The Charity's objects ("the Objects") are the preservation and protection of ancient buildings for the benefit of the public guided by the principles declared in the Manifesto of The Society for the Protection of Ancient Buildings written by the Founders in 1877.

Powers.

4

4.1 In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):

(a) to promote education of the public, legislation and research and the publication of the useful results of such research;

(b) to raise funds. In doing so, the Charity must not undertake any trading activity unless authorised by these Articles or by law to do so and must comply with any relevant statutory regulations;

(c) to carry out any trade insofar as (i) the trade is exercised in the course of carrying out the primary objects of the Charity, (ii) the trade is temporary and ancillary to the carrying out of the objects of the Charity or (iii) the profits of any trade not falling within either (i) or (ii) above are not liable to tax;

(d) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
(e) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with section 117 of the Charities Act 2011;

(f) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;

(g) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(h) to establish sections, branches and regional groups and to establish or support and act as trustee of any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(i) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

(j) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(k) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by Article 5 and provided it complies with the conditions in that Article;

(l) to:

(i) deposit or invest funds;

(ii) employ a professional fund-manager; and

(iii) arrange for the investments or other property of the Charity to be held in the name of a nominee,

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
(m) to provide indemnity insurance for the Board of Trustees or any other officer of the Charity in relation to any such liability as is mentioned in Article 4.2, but subject to the restrictions specified in Article 4.3;

(n) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;

(o) to acquire the functions and assets of the unincorporated charity known as The Society for the Protection of Ancient Buildings (registered charity number 231307) and in that behalf to assume the liabilities of the said unincorporated charity and to give such indemnities in connection with the acquisition of its liabilities as may properly and reasonably be required; and

(p) to do all such other lawful things as are necessary for the achievement of the Objects.

4.2 The liabilities referred to in Article 4.1(m) are:

(a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;

(b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

4.3

(a) The following liabilities are excluded from Article 4.2(a):

(i) fines;

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;

(iii) liabilities to the Charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
(b) There is excluded from Article 4.2(b) any liability to make such a contribution where the basis of the liability of the Trustee is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

**Restrictions on benefits to Trustees, Guardians and ordinary members.**

5

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

5.2

(a) A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

(b) Subject to the restrictions in Articles 4.2 and 4.3, a Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense.

5.3 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Guardian or ordinary member of the Charity. This does not prevent a Guardian or ordinary member who is not also a Trustee receiving:

(a) a benefit from the Charity in the capacity of a beneficiary of the Charity;

(b) reasonable and proper remuneration for any goods or services supplied to the Charity.

5.4 Subject as otherwise expressly permitted in these Articles or by law no Trustee may:

(a) buy any goods or services from the Charity except where such goods or services are on sale or available to the general public and are bought on identical terms by the Trustee concerned;

(b) sell goods, services, or any interest in land to the Charity;
(c) be employed by, or receive any remuneration from the Charity;

(d) receive any other financial benefit from the Charity,

unless the payment or transaction is previously and expressly authorised in writing by the Commission.

5.5 In Articles 5.2 - 5.4:

(a) "Charity" shall include any company in which the Charity:

- holds more than 50% of the shares; or

- controls more than 50% of the voting rights attached to the shares; or

- has the right to appoint one or more directors to the board of the company.

(b) For the purposes of this Article, "Trustee" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as his or her partner.

Guardians.

6

6.1 The Guardians of the Charity are the members of the Charity.

6.2 The Guardians shall support the Board of Trustees to deliver the Objects in accordance with the principles of the Charity including, without limitation, by participating in committees of the Charity and / or on the Board of Trustees, as required by the Board of Trustees and in accordance with the provisions of these Articles.

6.3 The minimum number of Guardians shall be ten but (unless otherwise determined by ordinary resolution) there shall be no maximum number of Guardians. The Guardians shall be a minimum of one third elected by the ordinary members and the remainder co-opted by committees of the Charity in accordance with Article 9.2(b) or by the Board of Trustees in accordance with Article 31.2.
6.4 Guardians elected by the ordinary members shall be elected in accordance with Articles 6.5 to 6.7.

6.5 Vacancies in committees to be filled by election shall be notified to the ordinary members in accordance with such rules or bye laws as may from time to time be made by the Board of Trustees. Rules and bye laws made by the Board of Trustees may also provide for there to be specific requirements in relation to nominations for election and voting in respect of vacancies on committees concerned with sections, branches or regional groups.

6.6 Any nomination for election as a Guardian must be made by an ordinary member of the Charity seconded by two other ordinary members and must be in the hands of such person as is specified by the Charity at least 60 days before the annual general meeting or such other period as the Board of Trustees shall from time to time decide. All nominations to be valid must be approved by or on behalf of the Board of Trustees. Should approved nominations exceed vacancies election shall be by postal or ballot conducted by electronic communications the result of which shall be announced by the Chair at the annual general meeting. Duly completed voting papers shall be delivered to such person as is specified by the Charity not less than 7 clear days before the day fixed for the annual general meeting and any voting paper not so delivered shall have no effect and shall be disregarded.

6.7 Every nomination for election of a Guardian must be accompanied by an application signed by the applicant for election and including agreement if elected to guarantee the debts and liabilities of the Charity on dissolution under Article 8.

6.8 Guardians by co-option to committees of the Charity made under Article 9.2(b) shall be co-opted in accordance with these Articles and such rules or bye laws as may from time to time be made by the Board of Trustees. Every Guardian co-opted by a committee of the Charity must, prior to co-option, agree, if co-opted, to guarantee the debts and liabilities of the Charity on dissolution under Article 8.

6.9 Guardians shall be elected or co-opted for up to three years per term.

6.10 A retiring Guardian may be re-elected or co-opted for a further term but shall not serve continuously for more than two consecutive terms of office and shall not be eligible for re-election or co-option for a further term until one year after his or her retirement.

6.11 Guardians must be natural persons and ordinary members of the Charity.
6.12 Guardians shall carry out their role within the Charity without regard to the interests of any third party.

6.13 Guardianship is not transferrable to anyone else.

6.14 The Board of Trustees must keep a register of names and addresses of the Guardians.

7 The liability of the Guardians is limited.

8 Every Guardian promises, if the Charity is dissolved while he or she is a Guardian or within twelve months after he or she ceases to be a Guardian, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be such a Guardian, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Committees.

9

9.1 The Board of Trustees may constitute (and may dissolve) committees to which it delegates its powers or functions pursuant to the power in Article 40. The following committees are constituted pursuant to such power:

(a) Technical & Research committee;

(b) Casework committee;

(c) ETAC committee;

(d) Advocacy committee;

(e) Regional Groups committee;

(f) Scotland committee;

(g) Ireland committee; and

(h) Mills committee.
The establishment of the committees listed above is without prejudice to the power of the Board of Trustees to constitute (and to dissolve) such other committees as the Board of Trustees may from time to time think fit.

9.2 Committees shall be comprised of:

(a) Guardians elected by the ordinary members in accordance with Article 6.3

(b) individuals co-opted or elected by the committees who shall become Guardians on being so co-opted or elected

(c) individuals co-opted by the committees who shall become corresponding members on being so co-opted

(d) in the case of the Regional Groups committee, individuals holding designated office

In each case, in accordance with such rules or bye laws made from time to time by the Board of Trustees.

9.3 Members of committees (whether they are Guardians or corresponding members) shall serve three year terms. A retiring member of a committee may be re-appointed or co-opted for a further term, but shall not serve continuously for more than two consecutive terms of office and shall not be eligible to be re-appointed or co-opted for a further term, as the case may be, until one year after his or her retirement from the committee. For the avoidance of doubt, in the case of an individual who is a member of a committee and is also a Guardian of the Charity, his or her term of service on a committee shall be subject to the limits on terms of service as a Guardian set out in Article 6.10.

9.4 Individuals may serve as members of one or more committees of the Charity, subject to complying with the provisions of Article 9.3.

Ordinary members.

10.1 Ordinary membership is open to any person or body sympathetic to the Objects who has signified support of the Manifesto, if required so to do, and has paid any applicable subscription or other fee.
10.2 Ordinary membership shall not constitute membership of the Charity for the purposes of the Act and ordinary members shall not be liable to contribute towards the payment of the debts and liabilities of the Charity on dissolution.

10.3 Ordinary members shall be entitled to attend the annual general meetings of the Charity but not to vote save upon business put before them by the Board of Trustees. For the avoidance of doubt, all ordinary members shall be entitled to vote in the election of Guardians in accordance with Articles 6.5 to 6.7 and, further, in accordance with such rules or bye laws as may from time to time be made by the Board of Trustees.

**Termination of Guardianship and ordinary membership.**

11 Guardianship and ordinary membership is terminated if:

11.1 the Guardian or ordinary member dies or, if the ordinary member is an organisation, it ceases to exist;

11.2 the Guardian resigns by written notice to the Charity unless, after the resignation, there would be fewer than ten Guardians; or

11.3 any sum due from the Guardian or ordinary member to the Charity is not paid in full within six months of it falling due.

12 A Guardian or ordinary member may be removed from the Charity by a resolution of the Board of Trustees that it is in the best interests of the Charity that his, her or its Guardianship or ordinary membership (as the case may be) is terminated. A resolution to remove a Guardian or ordinary member from the Charity may only be passed if:

12.1 the Guardian or ordinary member has been given at least twenty-one days' notice in writing of the meeting of the Board of Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and

12.2 the Guardian or ordinary member or, at his, her or its option, his, her or its representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.
12.3 For the avoidance of doubt, a Guardian who is removed from the Charity in accordance with this Article 12 shall automatically cease to be a member and an ordinary member of the Charity

**General meetings.**

13

13.1 An annual general meeting of the Charity must be held each year and not more than fifteen months may elapse between successive annual general meetings.

13.2 All general meetings other than annual general meetings shall be called extraordinary general meetings.

14 The Board of Trustees may call an extraordinary general meeting at any time.

**Notice of general meetings.**

15

15.1 The minimum period of notice required to hold a general meeting of the Charity is fourteen clear days.

15.2 A general meeting may be called by shorter notice if it is so agreed:

(a) in the case of an annual general meeting, by all the Guardians entitled to attend and vote; and

(b) in the case of an extraordinary general meeting, by a majority in number of Guardians having a right to attend and vote at the meeting who together hold not less than 90 per cent. of the total voting rights.

15.3 The notice must specify the date time and place of the meeting, the general nature of the business to be transacted and the right of each Guardian to appoint a proxy. If the meeting is to be an annual general meeting, the notice must say so.

15.4 The notice must be given to all Guardians, Trustees, and to the auditors.

15.5 A proxy is entitled to attend and speak at general meetings and to vote on a show of hands. If any Guardian wishes to appoint a proxy to act on his or her behalf, he or
she must give two clear days' notice (excluding bank holidays and weekends) to such person as is specified by the Charity.

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

16.1 **Proceedings at general meetings.**

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

17.1 A quorum is ten Guardians or one quarter of the total number of Guardians, whichever is greater.

18

18.1 If:

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

(b) during the meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the Board of Trustees shall determine.

18.2 The Board of Trustees 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.

18.3 If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the Guardians present at that time shall constitute the quorum for that meeting.
General meetings shall be chaired by the person who has been appointed to chair meetings of the Board of Trustees.

If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Board of Trustees shall chair the meeting.

If there is only one Trustee present and willing to act, he or she shall chair the meeting.

If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Guardians present and entitled to vote must choose one of their number to chair the meeting.

The Guardians present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

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

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.

If a meeting is adjourned by a resolution of the Guardians 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.

Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded

(a) by the person chairing the meeting; or

(b) by at least two Guardians having the right to vote at the meeting; or
(c) by a Guardian or Guardians representing not less than one-tenth of the total voting rights of all the Guardians having the right to vote at the meeting.

21.2

(a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

(b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

21.3

(a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

(b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

21.4

(a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Guardians) and who may fix a time and place for declaring the results of the poll.

(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

21.5

(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 thirty days after it has been demanded.

(d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

22 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

23 A written ordinary resolution signed by a simple majority of those Guardians who would have been entitled to vote upon it had it been proposed at a general meeting shall be as valid as if passed at a general meeting. A written special resolution signed by 75% of those Guardians who would have been entitled to vote upon it had it been proposed at a general meeting shall be as valid as if passed at a general meeting. Such resolutions may comprise several copies each signed by or on behalf of one or more Guardians. A written resolution that is not yet passed shall lapse upon the expiry of 60 clear days from the date it was originally circulated to Guardians.

Voting.

24

24.1 Subject to Articles 10 and 22 and Article 24.2, every Guardian and ordinary member entitled to vote on any matter, whether an individual or an organisation, shall have one vote.

24.2 No Guardian or ordinary member shall be entitled to vote at any general meeting or at any adjourned meeting if he, she or it owes any money to the Charity that has been demanded and not paid for 60 days.

24.3 Without prejudice to any other method of casting votes, every Guardian and ordinary member shall have the right to vote using electronic communications in accordance with rules and bye laws made by the Board of Trustees from time to time.

25 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.

26

26.1 Any organisation that is an ordinary member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
26.2 The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.

26.3 Any notice given to the Charity by the organisation will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

**Board of Trustees.**

27

27.1 A Trustee must be a natural person aged 18 years or older.

27.2 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 32.

28 The minimum number of Trustees shall be six but (unless otherwise determined by ordinary resolution) there shall be no maximum number of Trustees. The Board of Trustees shall include Trustees appointed by committees in accordance with Article 31.1 and Trustees co-opted by the Board of Trustees in accordance with Article 31.2.

29 A Trustee may not appoint an alternate or anyone to act on his or her behalf at meetings of the Board of Trustees.

**Powers of the Board of Trustees.**

30

30.1 The Board of Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, these Articles or any special resolution.

30.2 No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Board of Trustees.
30.3 Any meeting of the Board of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board of Trustees.

The appointment of the Board of Trustees.

31

31.1 The Board of Trustees when complete shall include an individual appointed by each committee of the Charity constituted under Article 9. The individual appointed by a committee to be a Trustee shall be approved by the Board of Trustees acting by a simple majority and must confirm his or her willingness to act. In the event that a committee does not select an Individual for appointment as a Trustee within a reasonable period of being invited to do so by the Board of Trustees, the Board of Trustees shall appoint an ordinary member willing to act to be a Trustee and such individual shall be deemed to have been appointed by the relevant committee for a term of three years (subject to complying with the provisions of Article 31.7).

31.2 The Board of Trustees may co-opt ordinary members who are willing to act to be Trustees, but no more than one third of the total number of the Trustees may be co-opted by the Board of Trustees.

31.3 In selecting individuals for appointment as Trustees, the committees and the Board of Trustees shall have regard to the skills, knowledge and experience needed for the effective administration of the Charity.

31.4 Any individual who is not already a Guardian as at the date of his or her appointment or co-option as a Trustee shall be admitted as a Guardian on the same date as he is appointed or co-opted, as the case may be and must, prior to appointment or co-option agree if appointed or co-opted to guarantee the debts and liabilities of the Charity under Article 8.

31.5 Trustees shall serve up to three years per term.

31.6 A retiring Trustee may be re-elected but shall not serve continuously for more than two consecutive terms of office and shall not be eligible for re-appointment or to be co-opted for a further term as a Trustee until one year after his or her retirement.

31.7 For the purposes of Articles 31.1, 31.5 and 31.6 service in office as a Guardian shall be included within the term or consecutive terms of office as a Trustee of the Charity.
Disqualification and removal of members of the Board of Trustees.

32 A Trustee shall cease to hold office if he or she:

32.1 ceases to be a member of the Board of Trustees by virtue of any provision in the Act or is prohibited by law from being a director;

32.2 is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

32.3 a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that he or she has become physically or mentally incapable of acting as a Trustee and may remain so for three months;

32.4 resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);

32.5 was appointed by a committee under Article 31.1 and ceases to be a Guardian;

32.6 was co-opted by the Board of Trustees under Article 31.2 and ceases to be a Guardian;

32.7 ceases to be an ordinary member of the Charity;

32.8 is absent without the permission of the Board of Trustees from three consecutive meetings of the Board of Trustees and the Board of Trustees resolve that his or her office be vacated;

32.9 is removed by resolution passed by the Guardians present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views; or

32.10 is removed by resolution passed by the Trustees present and voting at a meeting of the Board of Trustees after the meeting has invited the views of the Trustee concerned and considered the matter in light of any such views.

Remuneration of the Board of Trustees.
33 The Trustees must not be paid any remuneration unless it is authorised by Article 5 or by law.

Proceedings of the Board of Trustees.

34

34.1 The Board of Trustees may regulate its proceedings as it thinks fit, subject to the provisions of the Articles.

34.2 The Chair may at any time, and three Trustees jointly may at any time, call a meeting of the Board of Trustees.

34.3 If called for questions arising at a meeting shall be decided by a majority of votes.

34.4 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

35

35.1 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.

35.2 The quorum shall be six or one half of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Board of Trustees.

35.3 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

36 If the number of Trustees is fewer than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a general meeting.

37.1 The Chair, failing whom the Deputy-Chair shall chair meetings of the Trustees.

37.2 If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
37.3 The Chair and Deputy-Chair or other person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Board of Trustees.

38

38.1 A resolution in writing signed by 75% of the Trustees entitled to receive notice of a meeting of the Board of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or (as the case may be) a committee of members of the Board of Trustees duly convened and held.

38.2 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more members of the Board of Trustees.

Honorary Officers.

39

39.1 Subject to the provisions of the Act and to Article 5 the Board of Trustees:

(a) shall appoint a Chair, Deputy-Chair and Treasurer of the Charity from amongst their number. The Chair, Deputy-Chair and Treasurer shall be appointed for up to three years;

(b) may appoint or engage such other officers or servants as they shall think fit.

39.2 Any such appointment or engagement may be made for the purpose of discharging such duties and upon such terms as the Board of Trustees determines and the Board of Trustees may dismiss any officer or servant so appointed or engaged.

Delegation.

40

40.1 The Board of Trustees may delegate any of its powers or functions to the Guardians or to a committee, board, panel, working group or task and finish group, including one
or more members of the Board of Trustees but the terms of any delegation must be recorded in the minute book.

40.2 The Board of Trustees may impose conditions and establish rules or bye laws when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee, board, panel, working group or task and finish group to whom they delegate;

(b) expenditure may be incurred on behalf of the Charity only in accordance with a budget previously agreed with the Board of Trustees.

40.3 The Board of Trustees may revoke or alter a delegation and may dissolve any committee, board, panel, working group or task and finish group established by them.

40.4 All acts and proceedings of any committees, boards, panels, working groups or task and finish groups must be fully and promptly reported to the Board of Trustees.

Sections and Branches.

41

41.1 Sections, branches and regional groups established to pursue the Objects shall be subject to such rules or bye laws as to constitution, membership, conduct of business and financial matters including without limitation provision concerning the composition of the governing committee and delegation to such committee subject to conditions for reporting and generally as may from time to time be made by the Board of Trustees.

41.2 The Board of Trustees may delegate to the committees established pursuant to Article 9.1 all or any of its functions relating to the establishment and maintenance and supervision of sections, branches and other regional groups and representation on the committees of the same, subject to such conditions for reporting and otherwise as the Board of Trustees shall think fit.

Conflicts of interest.
42.1 A Trustee must declare a conflict and absent himself or herself from any discussions
and vote of the Board of Trustees where it is possible that a conflict will arise between
his or her duty to act solely in the interests of the Charity and any personal interest
(including but not limited to any personal financial interest but excluding an interest
arising from the provision of trustee indemnity insurance cover for all Trustees).

42.2 Where a Trustee has some separate interest which is not a personal interest or some
separate duty in a matter to be decided or in relation to information which is
confidential to the Charity, he or she must declare the conflict and absent himself or
herself from discussion and voting but the Trustees who are not subject to any such
separate interest or duty in relation to the matter may, if they form a quorum and are
satisfied it is in the best interests of the Charity to do so, authorise him or her,
notwithstanding any conflict of interest or duty which has arisen or may arise:

(a) to continue to participate in discussions leading to the making of a decision
    and/or to vote; or

(b) to disclose information confidential to the Charity to a third party; or

(c) to take any other action not otherwise authorised provided it does not involve
    the receipt by the Trustee (including for the purposes of this Article 42.2(c),
    those persons listed in Article 5.5(b)) of any payment or material benefit from
    the Charity, or to refrain from taking action designed to remove the conflict.

42.3 A Trustee who obtains (other than through his or her position as a member of the
Board of Trustees) information that is confidential to a third party, shall not be in
breach of his or her duties to the Charity if he or she declares the conflict in
accordance with Article 42.2 and then withholds such confidential information from
the Charity.

43

43.1 Subject to Article 43.2, all acts done by a meeting of the Board of Trustees, or of one
of its committees, shall be valid notwithstanding the participation in any vote of a
Trustee:

(a) who was disqualified from holding office;
(b) who had previously retired or who had been obliged by these Articles 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 Trustee; and

(e) that Trustee being counted in the quorum;

the decision has been made by a majority of those voting at a quorate meeting.

43.2 Article 43.1 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Board of Trustees or one of its committees if, but for Article 43.1, the resolution would have been void, or if the Board of Trustees has not complied with Article 42.

Seal.

44 If the Charity has a seal it must only be used by or on the authority of the Board of Trustees. The Board of Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two members of the Board of Trustees.

Minutes.

45 The Board of Trustees must keep minutes of all:

45.1 appointments of officers made by the Board of Trustees;

45.2 proceedings at meetings of the Charity;

45.3 meetings of the Board of Trustees and committees of the Board of Trustees including:

(a) the names of the Trustees present at the meeting;

(b) the decisions made at the meetings; and
(c) where appropriate the reasons for the decisions.

**Accounts.**

46

46.1 The Board of Trustees must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

46.2 The Board of Trustees must keep accounting records as required by the Act.

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

47

47.1 The Board of Trustees must comply with the requirements of the Charities Act 2011 with regard to:

(a) the transmission of the statements of account to the Charity;

(b) the preparation of an annual report and its transmission to the Commission;

(c) the preparation of an annual return and its transmission to the Commission.

47.2 The Board of Trustees must notify the Commission promptly of any changes to the Charity’s entry on the Central Register of Charities.

48 Any notice to be given to or by any person pursuant to these Articles:

48.1 must be in writing; or

48.2 must be given using electronic communications.

**Notices.**
49.1 The Charity may give any notice to a Guardian or an ordinary member either:

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the Guardian or ordinary member at his, her or its address; or

(c) by leaving it at the address of the Guardian or ordinary member; or

(d) by giving it using electronic communications to the Guardian or ordinary member's address.

49.2 A Guardian or ordinary member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

50 A Guardian or ordinary member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

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

51.2 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

51.3 A 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 communication, at the time it was sent.

Indemnity.
The Charity shall indemnify every Trustee or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Trustee or in which the Trustee is acquitted or in connection with any application in which relief is granted to the Trustee by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules.

The Board of Trustees may from time to time make such reasonable and proper rules or bye laws as it may deem necessary or expedient for the proper conduct and management of the Charity.

The bye laws may regulate the following matters but are not restricted to them:

(a) the admission of Guardians and ordinary members of the Charity (including the admission of organisations to ordinary membership) and the rights and privileges of such Guardians and ordinary members, and the entrance fees, subscriptions and other fees or payments to be made by Guardians and ordinary members;

(b) the conduct of Guardians and ordinary members of the Charity in relation to one another, and to the Charity's employees and volunteers;

(c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

(d) the procedure at general meetings and meetings of the Board of Trustees and its committees in so far as such procedure is not regulated by the Act or by these Articles;

(e) the management of sections, branches, regional groups and committees including provision for election to committees;

(f) generally, all such matters as are commonly the subject matter of company rules.
53.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

53.4 The Board of Trustees must adopt such means as it thinks sufficient to bring the rules and bye laws to the notice of Guardians and ordinary members of the Charity.

53.5 The rules or bye laws, shall be binding on all Guardians and ordinary members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.

**Dissolution.**

54

54.1 The Guardians of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity for use for particular purposes that fall within the Objects.

54.2 Subject to any such resolution of the Guardians of the Charity, the Board of Trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for it, shall on dissolution of the Charity be applied or transferred:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

54.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the Guardians or ordinary members of the Charity (except to an ordinary member that is itself a charity) and if no such resolution is passed by the Guardians or the
Board of Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

55 Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005.

Interpretation.

56 In these Articles:

"the Act" means the Companies Acts as defined in section 2 of the Companies Act 2006, in so far as they apply to the Charity;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

"Board of Trustees" means those persons who are charity trustees as defined by section 177 of the Charities Act 2011, and "Trustee" means any one of them;

"the Charity" means the company intended to be regulated by these Articles;

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

- the day when the notice is given or deemed to be given; and

- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commission for England and Wales or any body which replaces it;

"corresponding member" means an ordinary member who is co-opted by a committee to serve on a committee of the Charity but whose co-option does not confer Guardian status;

"Manifesto" means the Manifesto of The Society for the Protection of Ancient Buildings written by the Founders in 1877;
"member" means any person elected under Article 6.3, co-opted under Articles 9.2(b) or 31.2 who shall be a member of the Charity under the Act, who shall guarantee the debts and liabilities of the Charity on dissolution under Article 8, and who shall be known as a "Guardian";

"officers" means the members of the Board of Trustees;

"ordinary member" means any person or body sympathetic to the Objects admitted as an ordinary member under Article 10.1;

"ordinary resolution" means a resolution agreed by a simple majority of Guardians present and voting at a general meeting or in the case of a written resolution, by Guardians who together hold a simple majority of the voting power;

"poll" means a vote of the Guardians whereby each Guardian may cast the number of votes allocated to him or her;

"special resolution" means a resolution agreed by a 75% majority of Guardians present and voting at a general meeting, provided that the text of the special resolution has been included in the notice of the general meeting or in the case of a written resolution, by Guardians who together hold 75% of the voting power;

"the seal" means the common seal of the Charity if it has one;

"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.

57 Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Act but excluding any statutory modification not in force when these Articles become binding on the Charity.

58 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.
Schedule

Transitional Provisions

1. Introduction

1.1. At the annual general meeting of the Charity on 2 October 2018, the Guardians approved a resolution to restructure the governance arrangements of the Charity.

1.2. The Guardians agreed that there shall be a transitional period, which shall commence on the Articles amendment date, during which the number of Guardians shall be increased, the composition of the Board of Trustees and committees of the Board of Trustees shall be altered and other aspects of the restructuring shall be implemented.

1.3. This Schedule sets out the provisions which apply during the transitional period and how the restructuring shall be implemented.

2. Interpretation

2.1. In these transitional provisions, the following terms shall have the following meaning:

"Articles amendment date" means the later of 2 October 2018 and the date of consent of the Republic of Ireland Charities Regulator to the amendment of the Articles;

"board transition date" means 5 May 2020;

"board transitional period" means the period from 2 October 2018 to midnight on the day before the board transition date;

"Guardian transition date" means 1 January 2020;

"Guardian transitional period" means the period from 2 October 2018 to midnight on the day before the Guardian transition date.

2.2. The Board of Trustees has the power to amend the definition of board transition date and Guardian transition date as it in its discretion considers fit.

3. Board of Trustees

3.1. During the board transitional period, the Board of Trustees shall consist of:

Iain Boyd Mildred Cookson
Peter Burman Richard Max
Jessica Sutcliffe Gillian Darley
Charles Wagner Mark Archer
Rachel Morley David Alexander
James Weir Nichola Tasker

3.2. During the board transitional period any Trustee who may, under the provisions of the Articles prior to the Articles amendment date, otherwise have been required to retire as a Trustee during the board transitional period shall not be required to do so.

3.3. During the board transitional period, the Trustees named in paragraph 3.1 (and any other Trustee appointed under paragraph 3.6) shall continue to carry out their roles and responsibilities as charity trustees as defined by section 177 of the Charities Act 2011.
3.4. The Board of Trustees may maintain or appoint any of their number as the Chair, Deputy-Chair and / or Treasurer of the Charity at their discretion. Trustees appointed as the Chair, Deputy-Chair and / or Treasurer shall hold such office during the board transitional period only.

3.5. During the board transitional period, the quorum for meetings of the Board of Trustees shall be six, of whom four must be Trustees who were elected by the ordinary members prior to the Articles amendment date. With effect from the board transition date, the quorum for meetings of the Board of Trustees shall be as set out in Article 35.2.

3.6. During the board transitional period, the Board of Trustees may appoint an ordinary member to fill any casual vacancy arising from the resignation, retirement or other removal of a Trustee named in paragraph 3.1 or any casual vacancy otherwise arising (provided that there shall be no more than 12 Trustees during the board transitional period), but such appointment shall only be from the date of appointment until the expiry of the board transitional period.

3.7. With effect from the board transition date, the Board of Trustees shall be comprised as set out in Article 28. The Trustees who comprise the Board of Trustees during the board transitional period shall facilitate the appointment of Trustees by committees of the Board of Trustees in accordance with Article 31.1 on or before the board transition date.

3.8. Each member of the Board of Trustees shall cease to be a Trustee on the expiry of the board transitional period and shall retire, unless he or she is appointed or co-opted as a Trustee in accordance with and subject to the provisions of the Articles and paragraph 3.9.

3.9. Any Trustee serving on the Articles amendment date who was appointed or co-opted (but not elected) under the Articles prior to that date (and any person appointed in place of any such Trustee during the board transition period) shall be eligible to serve for up to two terms from the board transition date.

4. Guardians

4.1. During the Guardian transitional period, the Guardians consist of:

<table>
<thead>
<tr>
<th>Iain Boyd</th>
<th>Lawrence Kelly</th>
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<tbody>
<tr>
<td>Peter Burman</td>
<td>Sarah Khan</td>
</tr>
<tr>
<td>Jessica Sutcliffe</td>
<td>Ellen Leslie</td>
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<tr>
<td>Charles Wagner</td>
<td>Connor Meehan</td>
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<tr>
<td>Rachel Morley</td>
<td>Kirstie Robbins</td>
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<td>James Weir</td>
<td>John Sell</td>
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<td>Mildred Cookson</td>
<td>Nicholas Tasker</td>
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<td>David Alexander</td>
<td>Eve Van der Steen</td>
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<td>Niall Bird</td>
<td>Nicholas Warns</td>
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<td>Robert Davies</td>
<td>Emma Wells</td>
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<td>Robin Dukes</td>
<td>Ray Wilson</td>
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<td>Britt Harwood</td>
<td>Oliver Wilson</td>
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<td>Carsten Hermann</td>
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and the members of the committees constituted in accordance with Article 9. It is intended that such committees shall be operational no later than 1 January 2019.

4.2. During the Guardian transitional period any Guardian who may, under the provisions of the Articles prior to the Articles amendment date, otherwise have been required to retire as a Guardian during the Guardian transitional period shall not be required to do so.

4.3. During the Guardian transitional period, the Guardians shall participate in such operational and other matters of the Charity as requested by the Board of Trustees and its senior
management team and shall carry out their roles and responsibilities as members of the Charity for the purposes of the Act.

4.4. During the Guardian transitional period, the quorum for general meetings is ten Guardians or one quarter of the total number of Guardians, whichever is greater, entitled to vote upon the business to be conducted at the meeting.

4.5. Guardians may retire, resign or otherwise be removed from Guardianship in accordance with the Articles during the Guardian transitional period, but the ordinary members shall not be invited to replace any Guardian who so retires, resigns or is removed unless the total number of Guardians shall fall to 10 or fewer.

4.6. The Board of Trustees shall make arrangements for the election of Guardians by the ordinary members in accordance with Article 6.4, such election to take place on or before the Guardian transition date.

4.7. A Guardian whose term of office would but for paragraph 4.2 have expired during the Guardian transitional period shall cease to be a Guardian on the expiry of the Guardian transitional period and shall retire, unless he or she is elected or co-opted and becomes a Guardian in accordance with and subject to the provisions of the Articles.

4.8. A Guardian whose term of office continues after the Guardian transitional date shall continue in office and shall have his or her term extended so as to expire on 31 December of the year of expiry of that term.