

**Company No: 00183397**

**Charity No: 209978**

**THE COMPANIES ACT 2006**

**ARTICLES OF ASSOCIATION  
OF**

**THE CREMATION SOCIETY OF GREAT BRITAIN**

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**Adopted by special resolution on 10 October 2018**

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THE CREMATION SOCIETY OF GREAT BRITAIN**

**1. INTERPRETATION**

1.1 In these Articles:

"the Act"	means the Companies Acts (as defined in the Companies Act 2006) insofar as they apply to the Society
"AGM"	means an annual general meeting of the Society
"Associate"	means an individual who has paid such subscriptions and is entitled to such benefits as may from time to time be prescribed by the Council but who shall not be entitled to vote at general meetings of the Society
"these Articles"	means these articles of association
"the Chairman"	means the chairman of the Council
"charity trustee"	has the meaning prescribed by section 177 of the Charities Act 2011
"clear day"	means 24 hours from midnight following the relevant event
"the Commission"	means the Charity Commissioners for England and Wales
"the Company"	means the Society
"the Council"	means the directors of the Society
"Council Member"	means a director of the Society
"EGM"	means an extraordinary general meeting of the Society
"financial expert"	means an individual, company or firm who is an authorised person within the meaning of the Financial Services and Markets Act 2000
"Honorary Associate"	means an individual who is exempt from paying annual subscriptions and is entitled to such benefits as may from time to time be prescribed by the Council but who shall not be entitled to vote at general meetings of the Society

"material benefit"	means a benefit which may not be financial but has a monetary value
"Member" and "Membership"	refer to membership of the Society
"month"	means calendar month
"the Objects"	means the Objects of the Society as defined in article 3 of these articles
"President"	means the person appointed as president by the Council from time to time
"the Secretary"	means the Secretary of the Society
"the Society"	means the company governed by these Articles
"taxable trading"	means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects and the profits of which are liable to tax
"Vice-President"	means the person appointed as vice-president by the Council from time to time
"written" or "in writing"	refers to a legible document electronically or on paper including a fax message
"year"	means calendar year

1.2 Expressions defined in the Act have the same meaning as in the Act.

1.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

## 2. **NAME**

The name of the Society is "THE CREMATION SOCIETY OF GREAT BRITAIN".

## 3. **REGISTERED OFFICE**

The registered office of the Society shall be situate in England.

#### **4. OBJECTS**

The objects for which the Society is established are:-

- 4.1 to promote the practice of cremation for the respectful disposal of the bodies of dead persons;
- 4.2 to advance public education in the practice and ethics of cremation; and
- 4.3 to investigate methods of disposing of the bodies of dead persons which appear to the Society to be superior to cremation and, if the Society thinks fit, to promote such methods and advance public education in their practice and ethics either instead of or in addition to cremation.

#### **5. POWERS**

In pursuance of the Objects and as ancillary thereto the Society shall have power:

- 5.1 to organise meetings and lectures, to foster research and to disseminate knowledge about cremation by any other appropriate means;
- 5.2 to co-operate with other organisations and individuals, both national and international;
- 5.3 to encourage the highest operational and ethical standards in cremation practice through the establishment, ownership, management of or investment in crematoria and associated facilities and by such other means as the Council thinks fit;
- 5.4 in respect of any method of disposing of the bodies of dead persons other than cremation which the Society decides to investigate or promote, to act in a like manner as it can act in respect of cremation;
- 5.5 to pay for the reasonable cost of cremation for deceased Members and others

- 5.6 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);
- 5.7 to delegate the management of investments to a financial expert, but only on terms that:
  - 5.7.1 the investment policy is set down in writing for the financial expert by the Council;
  - 5.7.2 every transaction is reported promptly to the Council;
  - 5.7.3 the performance of the investments is reviewed regularly with the Council;
  - 5.7.4 the Council is entitled to cancel the delegation arrangement at any time;
  - 5.7.5 the investment policy and the delegation arrangement are reviewed at least once a year;
  - 5.7.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Council on receipt;
  - 5.7.7 the financial expert must not do anything outside the powers of the Council;
- 5.8 to arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Council or of a financial expert acting under their instructions and to pay any reasonable fee required;

5.9 to insure Council Members against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability:

5.9.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society;

5.9.2 to make contributions to the assets of the Society in accordance with the provisions of section 214 of the Insolvency Act 1986;

but provided that such insurance shall not extend to:

5.9.3 any liability resulting from any act or omission which the Council Member in question knew, or must be assumed to have known, or was reckless whether, such act or omission was not in the best interests of the Society;

5.9.4 any liability to pay the costs of an unsuccessful defence to a criminal prosecution for offences arising out of fraud or dishonesty or reckless misconduct on the part of the Council Member in question; or

5.9.5 any liability to pay a fine.

## **6. CONFLICTS OF INTEREST**

6.1 A Council Member must not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except

6.1.1 as mentioned in clauses 5.5 or 5.9;

6.1.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Society;

- 6.1.3 an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings);
  - 6.1.4 payment to any company in which a Council Member has no more than a 1% shareholding;
  - 6.1.5 remuneration from any company in which the Society directly or indirectly holds a majority of the shares or is entitled to a majority of the votes provided that a majority of the Council Members do not receive such remuneration;
  - 6.1.6 in exceptional cases, other payments or benefits but only with the written approval of the Commission in advance.
- 6.2 Whenever a Council Member has a personal interest in a matter to be discussed at a meeting of the Council or a committee the Council Member concerned must:
- 6.2.1 declare an interest at or before discussion begins on the matter;
  - 6.2.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
  - 6.2.3 not be counted in the quorum for that part of the meeting;
  - 6.2.4 withdraw during the vote and have no vote on the matter.

## **7. LIMITED LIABILITY**

The liability of the Members is limited.

## **8. DISSOLUTION**

- 8.1. Every Member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he/she is a Member, or within one year after he/she ceases to be a Member, for payment of the debts and liabilities of the

Society contracted before he/she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding (50p) fifty pence.

- 8.2 *If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property to an extent at least as great as imposed on the Society by virtue of this clause 8 hereof, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution, and in so far as effect cannot be given to such provisions, then to some other charitable object.*

## **9. MEMBERSHIP**

- 9.1 The Society must maintain a register of Members in accordance with Section 113 of the Act.
- 9.2 The Members of the Society shall be the Council Members for the time being. The only persons eligible to be Members of the Society are the Council members. Membership of the Society is not transferable.
- 9.3 Any Council Member who ceases to be a Council Member automatically ceases to be a Member.

## **10. GENERAL MEETINGS**

- 10.1 Members are entitled to attend general meetings in person or by proxy. General meetings are called on at least 14 clear days' written notice specifying the business to be discussed. Proxy forms must be delivered to the Company at least 24 hours before the meeting.



- 10.2 There is a quorum at a general meeting if the number of Members present in person or by proxy is at least six.
- 10.3 References in this Article 10 to a proxy are to a proxy appointed in relation to the meeting in question in accordance with section 323 or 324 respectively of the Companies Act 2006.
- 10.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Member elected by those present must preside at a general meeting.
- 10.5 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
- 10.6 Except for the chairman of the meeting, who has a second or casting vote, every Member present in person has one vote on each issue.
- 10.7 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 10.8 The Society shall hold an AGM in every year which all Members are entitled to attend.
- 10.9 At an AGM the Members:
- 10.9.1 shall receive the accounts of the Society for the previous financial year
- 10.9.2 shall receive the Council's report on the Society's activities since the previous AGM
- 10.9.3 shall accept the retirement of those Council Members who wish to retire or who are retiring by rotation

10.9.4 shall elect persons to the Council to fill the vacancies arising from among such persons as may have declared their willingness to become Council Members and of the Society in such form as the Council may direct

10.9.5 shall appoint auditors for the Society

10.9.6 shall discuss and determine any other business raised by Council.

10.10 Any general meeting which is not an AGM is an EGM.

10.11 An EGM may be called at any time by the Council and must be called within 28 days of a Member's requisition being deposited at the Society's registered office.

10.12 In addition and without prejudice to the provisions of Section 169 of the Act the Society may by Ordinary Resolution remove any Council Member before the expiration of his/her period of office and may by Ordinary Resolution appoint another suitably qualified person in his/her stead.

## 11. **THE COUNCIL**

11.1 The Council as charity trustees have control of the Society and its property and funds.

11.2 The Council when complete must consist of at least six and not more than 12 individuals.

11.3 The Council Members at the date of the adoption of these Articles are as follows:

Dr Heather Ann Conway
Lord Rupert Charles De Mauley
Dr Ian Robert Dungavell
Professor Hilary Joyce Grainger
Revd Dr Peter Creffield Jupp
Barbara Ruth Kehoe

Andrew Mallalieu
Colin Francis Rickman
Harvey Thomas

- 11.4 Apart from the Council Members listed in Article 11.3, every Council Member must be appointed by a resolution passed at a properly convened meeting of the Council.
- 11.5 Any Council Member who ceases to be a Council Member automatically ceases to be a Member.
- 11.6 Council Members must retire at the third AGM after their appointment but are eligible for re-election.
- 11.7 The term of office of a Council Member automatically terminates if he or she:
- 11.7.1 *is disqualified under the Charities Act 2011 from acting as a charity trustee;*
  - 11.7.2 *is incapable, whether mentally or physically, of managing his or her own affairs;*
  - 11.7.3 *is absent from four consecutive meetings of the Council unless such absences have been notified to and approved by the Council in advance or, in respect of up to three previously unapproved absences, in retrospect;*
  - 11.7.4 *dies;*
  - 11.7.5 *resigns by written notice to the Council (but only if at least six members of the Council will remain in office); or*
  - 11.7.6 *is removed in accordance with Article 10.12.*
- 11.8 The Council may at any time co-opt any person duly qualified to be appointed as a Council Member, and any person so co-opted holds office until the next AGM after their appointment.

- 11.9 A technical defect in the appointment of a Council Member of which the Council is unaware at the time does not invalidate decisions taken at a meeting.

## **12. PROCEEDINGS OF COUNCIL**

- 12.1 The Council must hold at least four meetings each year.
- 12.2 A quorum at a meeting of the Council is six.
- 12.3 A meeting of the Council may be held either in person or by suitable electronic means agreed by the Council in which all participants may communicate with all the other participants.
- 12.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Council Member chosen by the Council present must preside at each meeting.
- 12.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all Council Members is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 12.6 Except for the chairman of the meeting, who has a second or casting vote, every Council Member has one vote on each issue.
- 12.7 A procedural defect of which the Council Members are unaware at the time does not invalidate decisions taken at a meeting.

## **13. POWERS OF COUNCIL**

The Council have the following powers in the administration of the Society:

- 13.1 to appoint (and remove) any individual (who may not necessarily be a Council Member) to act as Secretary to the Society in accordance with the Act.

- 13.2 to appoint from among their number a Chairman and Treasurer. They may also appoint an Honorary President, Vice-President and such other honorary officers as may from time to time be thought expedient.
- 13.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (who need not be Council Members but at least one member of every committee must be a Council Member and all proceedings of committees must be reported promptly to the Council).
- 13.4 to make standing orders consistent with these Articles and the Act to govern proceedings at general meetings.
- 13.5 to make rules consistent with these Articles and the Act to govern proceedings at their meetings and at meetings of committees.
- 13.6 to make regulations consistent with these Articles and the Act to govern the administration of the Society.
- 13.7 to establish procedures to assist the resolution of disputes within the Society.
- 13.8 to exercise any powers of the Society which are not reserved to a general meeting.
- 13.9 if the Council shall at any time be or be reduced in number to less than the minimum number prescribed by Article 11.2 it shall be lawful for them to act for the purposes of admitting persons as Council Members filling up vacancies in the Council or summoning a general meeting but not for any other purpose.

#### **14. ASSOCIATES**

- 14.1 The Council may create a class or classes of Associates which shall consist of those individuals who at the date of adoption of these Articles are Ordinary or Life Members of the Society but not Council Members, and any individual who is not a Council Member and interested in promoting the Objects who

- 14.1.1 applies to the Society in the form required by the Council;
  - 14.1.2 is approved by the Council;
  - 14.1.4 pays the relevant subscription prescribed by the Council from time to time; or
  - 14.1.5 in the case of an Honorary Associate, is a former Life Member or Council Member who served at least three years in that office, or such individuals as the Council may from time to time decide particularly merit the title.
- 14.2 Associates of the Society at the date of the adoption of these Articles shall comprise those classes set out in the Schedule to these Articles, each class being initially ascribed those privileges specified in the said table.
- 14.3 The Council may set the amounts of any subscriptions, and amend the privileges of Associate classes from time to time as it thinks fit.
- 14.4 Associateship is terminated if the Associate concerned
- 14.4.1 gives written notice of resignation to the Society;
  - 14.4.2 dies;
  - 14.4.3 is six months in arrears in paying the relevant subscription (but in such a case the Associate may be reinstated on payment of the amount due); or
  - 14.4.4 is removed from Associateship by resolution of the Council on the ground that in their reasonable opinion the Associate's continued Associateship is harmful to the Society (but only after notifying the Associate in writing and considering the matter in the light of any written representations which the Associate concerned puts forward within 14 clear days after receiving notice).
- 14.4 Associateship of the Society is not transferable.

## **15. RECORDS & ACCOUNTS**

15.1 The Council must comply with the requirements of the Act and of the Charities Act 2011 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

15.1.1 annual reports;

15.1.2 annual returns;

15.1.3 annual statements of account.

15.2 The Council must keep proper records of:

15.2.1 all proceedings at general meetings;

15.2.2 all proceedings at meetings of the Council;

15.2.3 all reports of committees; and

15.2.4 all professional advice obtained.

15.3 Accounting records relating to the Society must be made available for inspection by any Council Member at any reasonable time during normal office hours.

15.4 A copy of the Society's latest available statement of account must be supplied on request to any Member, or to any Associate or other person who makes a written request and pays the Society's reasonable costs, within two months.

## **16. NOTICES**

16.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means.

- 16.2 The only address at which a Member is entitled to receive notices is the address shown in the register of Members.
- 16.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 16.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
  - 16.3.2 two clear days after being sent by first class post to that address;
  - 16.3.3 three clear days after being sent by second class or overseas post to that address;
  - 16.3.4 on being handed to the Member personally; or, if earlier
  - 16.3.5 as soon as the Member acknowledges actual receipt.
- 16.4 A technical defect in the giving of notice of which the Council is unaware at the time does not invalidate decisions taken at a meeting.



**SCHEDULE**

**ASSOCIATE CLASSES**

<b>Associate Class</b>	<b>Privileges/Rights</b>
Associate	<ul style="list-style-type: none"><li>• Pay £50 annual subscription</li><li>• Receive PHAROS</li><li>• Shall be entitled to a discount in conference fees at Council's discretion</li></ul>
Honorary Associate	<ul style="list-style-type: none"><li>• Pay no annual subscription</li><li>• Receive PHAROS</li><li>• Shall be entitled to a discount in conference fees at Council's discretion</li></ul>