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THE ANGLO-ARGENTINE SOCIETY

2 Belgrave Square
London SW1X 8PJ
Tel / Fax: 020 7235 9505

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STATUTES OF THE ANGLO-ARGENTINE SOCIETY LONDON

As approved at the Extraordinary General Meeting on the 6th June 2003

(1) Definitions

Words denoting the singular number only shall include the plural and vice versa. Words denoting any gender include all genders, and words denoting persons shall include firms and corporations and vice versa.

(2) Name

The Society is called - THE ANGLO-ARGENTINE SOCIETY

(3) Objects

The objects of the Society are:-

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- a) To advance the education of the people of Great Britain about Argentina, and of Argentina about Great Britain, about their respective people, history, language, institutions and culture, and their intellectual, artistic and economic life.*
- b) With those ends in view to organise tours, lectures, film shows, art exhibitions and similar functions, and to give advice and assistance in all matters relating to such education including, where appropriate, the making of educational grants to students.*
- c) To further other purposes that are charitable under the law of England and Wales for the benefit of people in Argentina, by the provision of financial and other assistance to charities in Argentina or elsewhere.*

(4) Membership

- (a) It is open to any person to apply for membership of the Society.
- (b) Application for membership shall be on the Society's application form which can be obtained from the Secretary.
- (c) Any person who wishes to become a member of the Society must submit the application in writing signed by himself to the Secretary, together with the first subscription.
- (d) Election to membership shall be in the discretion of the Committee.
- (e) In the event that the applicant is refused election to membership notice will be given to the applicant and the subscription which accompanied the application form returned to him.

(5) Subscription

- (a) The annual subscription shall be determined from time to time by the Committee.
- (b) The annual subscription shall be due on the 1st September in each year.
- (c) The first subscription for new members is payable on election, and is at the full annual rate for those elected between 1st September and the following 30th April. In the case of members elected in May and June the subscription payable on election will be 50% of the full annual rate. In the case of members elected in July and August the subscription payable on election will also be at the full annual rate but will cover membership until the 31st August in the following year.

(6) Resignation

- (a) A member shall cease to be a member if he gives written notice to the Secretary of his resignation and such resignation will take effect on the next 31st August.
- (b) A member whose subscription is more than one year in arrear shall be deemed to have resigned.

(7) Expulsion

The Committee shall have power to expel a member when, in their opinion, it would not be in the interests of the Society for him to remain a member. A member shall not be expelled unless he is given 14 days written notice to attend a meeting of the Committee and written details of the complaint made against him. The member shall be given an opportunity to appear before the Committee to answer complaints made against him and not be expelled unless at least two thirds of the Committee then present vote in favour of his expulsion.

(8) Committee

- (a) The Committee shall consist of the Chairman, two Vice Chairmen, Honorary Secretary, Honorary Treasurer and eight elected members.
- (b) The Committee members shall be proposed, seconded and elected by ballot at the Annual General Meeting. One third (or the number nearest but not exceeding) of the members of the Committee, other than the Chairman and at the discretion of the Committee the Honorary Secretary and the Honorary Treasurer, shall retire annually and shall not be eligible for re-election until the next Annual General Meeting. The members to retire shall be selected in order of seniority or by lot or in such other manner as the Committee may determine. Any casual vacancy occurring by resignation or otherwise may be filled by the Committee but any member so chosen shall retire at the next Annual General Meeting but shall be eligible for re-election at that Meeting.
- (c) Committee meetings shall be held not less than once a quarter and the quorum of that meeting shall be three. The Chairman and the Honorary Secretary shall have discretion to call further meetings of the Committee if they consider it to be in the interests of the Society. The Honorary Secretary shall give all the members of the Committee not less than seven days oral or written notice of a meeting. Decisions of the Committee shall be made by a simple majority and in the event of equality of votes the Chairman (or the acting Chairman of that meeting) shall have a casting or additional vote. The Honorary Secretary, or in his absence a member of the Committee, shall take minutes.
- (d) In addition to the members so elected the Committee may co-opt up to five further members of the Society who shall serve until the next Annual General Meeting. Co-opted members shall be entitled to vote at the meetings of the Committee.
- (e) The Committee may from time to time appoint from among their number such sub-committees as they may consider necessary and may delegate to them such of the powers and duties of the Committee as the Committee may determine. All sub-committees shall periodically report their proceedings to the Committee and shall conduct their business in accordance with the directions of the Committee.
- (f) The Committee shall be responsible for the management of the Society and shall have the sole right of appointing and determining the terms for election and conditions of service of employees of the Society. The Committee shall have power to enter into contracts for the purposes of the Society on behalf of all the members of the Society.
- (g) The members of the Committee, collectively and individually, will be indemnified by the Society against any liability incurred by them in the proper discharge of their duties as members of the Committee or on behalf of the Society, including the costs of properly defending proceedings brought against them in respect of any such liability, to an amount not exceeding the sum for which it is properly agreed that they are held to be liable or to an amount not exceeding the net assets of the Society, whichever amount shall be the smaller; and also, but without prejudice to

the generality of the foregoing, each of the officers and each member of the Committee of the Society will be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings, whether civil or criminal, brought against him as a result of things said or done by him in the proper discharge of his duties as an officer or on behalf of the Society in which judgment is given in his favour or in which he is acquitted.

(9) Officers and Honorary Members

- (a) The honorary officers of the Society shall be a Chairman, two Vice Chairmen, an Honorary Treasurer and an Honorary Secretary and they must all be members of the Society.
- (b) The Officers of the Society, other than the Chairman, shall be appointed at the first Committee Meeting after the Annual General Meeting and shall hold office until the termination of the next Annual General Meeting when they shall retire. The Chairman shall be appointed for a period of 3 years at the first Committee Meeting after the Annual General Meeting until the termination of the third Annual General Meeting following his appointment as Chairman when he shall retire from the Committee and shall not be eligible for re-election for one year. Any vacancy occurring by resignation or otherwise may be filled by the Committee. Retiring officers shall be eligible for re-appointment at the first Committee Meeting following each Annual General Meeting save where they have retired as members of the Committee. Within one month after their election the Committee shall meet for the purpose of making such appointments as they decide.
- (c) The Argentine Ambassador for the time being at the Court of St. James shall be the Honorary President of the Society. The Annual General Meeting, if it thinks fit, may elect Vice Presidents, and an Honorary President in the event that the Ambassador is unable or unwilling to fulfill the role as Honorary President. An Honorary President or Vice-President need not be a member of the Society.
- (d) The Committee may elect any person as an honorary member of the Society for such period as they think fit and they shall be entitled to all the privileges of membership except that they shall not be entitled to vote at meetings and serve as officers or on the Committee.

(10) Annual General Meeting

- (a) The Annual General Meeting of the Society shall be held each year not later than 30th November to transact the following business:
 - (i) to receive the Chairman's report of the activities of the Society during the previous year;
 - (ii) to receive and consider the accounts of the Society for the previous year and the Auditor's or Independent Examiner's report on the accounts and the Treasurer's report as to the financial position of the Society;
 - (iii) to remove and elect the Auditor or Independent Examiner or confirm that he remain in office;
 - (iv) to elect the members of the Committee;
 - (v) to decide on any resolution which may be duly submitted in accordance with Rule 9(b).
- (b) Nominations for election of members for membership of the Committee shall be made in writing by the proposer and seconder to the Honorary Secretary not less than 21 days before the Annual General Meeting. Notice of any resolution proposed to be moved at the Annual General Meeting shall be given in writing to the Honorary Secretary not less than 21 days before the meeting.

(11) Extraordinary General Meeting

An Extraordinary General Meeting may be called at any time by the Committee or shall be called within 21 days of receipt by the Honorary Secretary of a requisition in writing signed by not less

than 10 members stating the purposes for which the meeting is required and the resolutions proposed.

(12) Procedure at the Annual and Extraordinary General Meetings

- (a) The Honorary Secretary shall send to each member at his last known address written notice of the date of the General Meeting together with the resolutions to be proposed thereat at least 21 days before the meeting.
- (b) The quorum for the Annual and Extraordinary General Meetings shall be five.
- (c) The Chairman, or in his absence a member selected by the Committee, shall take the chair. Each member present shall have one vote and resolutions shall be passed by a simple majority. In the event of an equality of votes the Chairman shall have a casting or additional vote.
- (d) The Honorary Secretary, or in his absence a member of the Committee, shall take minutes at Annual and Extraordinary Meetings.

(13) Alteration of the Rules

The rules may be altered by resolution at an Annual or Extraordinary Meeting provided that the resolution is carried by a majority of at least two-thirds of members present at the General Meeting.

(14) Bye-Laws

The committee shall have power to make, repeal and amend such bye-laws as they may from time to time consider necessary for the well being of the Society, which bye-laws, repeals and amendments shall have effect until set aside by the committee or at a general meeting.

(15) Finance

- (a) The Society may receive donations of any amount in furtherance of its objects.
- (b) All moneys payable to the Society shall be received by the Treasurer and deposited in a bank account in the name of the Society. No sum shall be drawn from that account except by cheque signed by two of the six signatories who shall be the Chairman, the two vice Chairman, the Honorary Secretary, the Honorary Treasurer and the Secretary. Any moneys not required for immediate use may be invested as the Committee in their discretion think fit.
- (c) The income and property of the Society shall be applied only in furtherance of the objects of the Society and no part thereof shall be paid by way of bonus, dividend or profit to any members of the Society, save as set out in Rule 16(c).
- (d) The Committee shall have power to authorise the payment of reasonable and proper remuneration and expenses to any officer, member or employee of the Society and to any other person or persons for services rendered to the Society.
- (e) The Committee in session is empowered to approve any financial liability for the Society that does not exceed the net assets of the Society, and receives the approval of the majority of Committee members who attend the said meeting as specified in Rule 7(c). Specifically they are empowered to lodge with the Society' bank or other recognized financial institution a sum of money less than the current year's assets as guarantee against liabilities from members of the Society. Furthermore the Committee in session is empowered to authorize the Society to grant indemnities/guarantees/security in favour of the Society's bankers or other financial institution in support of any liabilities with such bank or institution that does not exceed the current year's net assets.
- (f) The financial transactions of the Society shall be recorded in such manner as the Committee think fit by the Treasurer.

(16) Property

- (a) Any properties or investments (referred to as "Property") of the Society shall be held in the name of trustees appointed by the Committee or in the name of the Society and managed by the Committee and shall be applied together with any income therefrom, and with any income of the Society arising from subscriptions, donations or otherwise solely towards the promotion of the Society's objects, provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration and expenses as set out Rule 14(d) above.
- (b) In the event that Trustees are appointed by the Committee to hold and manage the Property of the Society then the Trustees shall deal with the property as directed by resolution of the Committee and entry in the minute book shall be conclusive evidence of such a resolution.
- (c) The Trustees shall be elected by the Committee of the Society and shall hold office until death or resignation unless removed by a resolution of the Committee.
- (d) The Chairman is nominated as the person to appoint new trustees within the meaning of section 36 of the Trustee Act 1925. A new trustee or new trustees shall be nominated by resolution of the Committee and the Chairman shall by deed duly appoint the person or persons so nominated by the Committee as the new trustee or trustees of the Society and the provisions of the Trustee Act 1925 shall apply to any such appointment. Any statement of fact in any such deed of appointment shall in favour of a person dealing bona fide with the Society or the Committee be conclusive evidence of the fact so stated.
- (e) The Trustees shall be entitled to an indemnity out of the property of the Society for all expenses and other liabilities properly incurred by them in the discharge of their duties to an amount not exceeding the net assets of the Society.

(17) Dissolution

- (a) A resolution to dissolve the Society shall only be proposed at an Extraordinary General Meeting and shall be carried by a majority of at least two thirds of the members present.
- (a) The dissolution shall take effect from the date of the resolution and the members of the Committee shall be responsible for the winding-up of the assets and liabilities of the Society.
- (b) Any property remaining after the discharge of the debts and liabilities of the Society shall be given to a charity or charities nominated by the last Committee.