

CLIFFE BONFIRE LIMITED

BYELAWS

As at 05.05.2017

DEFINITIONS

“articles of association” means the rules and regulations of the Company/Society Brightnight Ltd as required by the Companies Act 2006 or as amended;

“annual general meeting” means a meeting of the whole Company

“byelaws” means the rules enacted by a company to provide an administration framework for its operation and management;

“chairman of the society” means the Chairman of Brightnight Ltd and director of Cliffe Bonfire Ltd;

“chairman of the meeting” has the meaning given in byelaw 11(5);

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

“director” means a director of the Company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“general meeting” means a meeting of the whole Company;

“Management Committee” has the meaning given in byelaw 7;

“member” has the meaning given in section 112 of the Companies Act 2006

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a committee meeting, has the meaning given in byelaw 11(1);

“Sub-committees” has the meaning given in byelaw 8; and

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

CHANGE AND AMENDMENT OF BYELAWS

- (1) These bylaws and any subsequent amendments must not contradict or otherwise diminish the provisions of the Articles of Association of the Company agreed on 22 April 2008.
- (2) If there is a conflict between the terms of these Articles or the Companies Act 2006 as amended from time to time or any replacement thereof and any byelaws established under this Article, the terms of the Articles or the Companies Act 2006 as amended from time to time or any replacement thereof will prevail.
- (3) The bringing into force of these byelaws, or the alteration, variation or revocation of any existing byelaws, must be passed by way of a members’ resolution of Brightnight Limited as the sole shareholder of Cliffe Bonfire Ltd.

DIRECTORS RESPONSIBILITIES

- (1) The directors will share with the Management Committee, by any appropriate means, a record of all directors’ meetings within seven working days after the meeting has taken place.

SECRETARY, CAPTAINS, COMMANDER IN CHIEF AND MANAGEMENT COMMITTEE MEMBERS OF THE MANAGEMENT COMMITTEE AND PRESIDENT

APPOINTMENT AND TERMINATION

- (1) A person willing to stand for the position of secretary, captain, commander in chief and Management Committee member of the Management Committee may be appointed by ordinary resolution at an annual general meeting and must be either an adult member of at least three years’ standing or a junior-just turned-adult member of at least four years’ standing within the Company/Society respectively.

- (2) A person standing for the positions of captains of aerals, effigies, tableau and street fireworks must be prepared to join a recognised firework association (by examination if required) as identified and funded by the Company/Society.
- (3) A person standing for the position of commander in chief must have at least three years previous experience, with evidence supported by others, of organising or helping to organise processions to celebrate Bonfire Night in Lewes.
- (4) No person will become a captain, commander in chief or Management Committee member unless that person has completed a nomination form in a form approved by the Management Committee, and
- (5) Nominations for the appointment of secretary, captains, commander in chief and/or Management Committee members of the Management Committee will be carried out in such form as agreed and communicated by the Management Committee and will need to include the following—
- (a) the name of a proposer and a seconder who each must be an existing adult member of at least three years' standing or four year's standing if having just been promoted from junior to adult membership
 - (b) the position that is being applied for
 - (c) a confirmation from the nominee of their willingness to stand
 - (d) an undertaking that the nominee will, for posts of captain and commander in chief encourage recruitment to their teams from the wider Company/Society membership, and make arrangements to appoint a deputy during their term to learn the role of a captain, support them in carrying out their duties and deputise for them during the preparations for Bonfire where appropriate.
 - (e) all nominees must state that they will be prepared to explain to the members why they wish to be a captain, commander in chief and Management Committee member, how they meet any requirements as set out in these byelaws and what they think that they can contribute to the Company/Society.
- (6) Nominations for the appointment of secretary, captain, commander in chief and Management Committee member must be received by the secretary at least **21** days in advance of the date of an annual general meeting.

Termination of appointment

- 4.** (1) A person will cease to be secretary, a captain, commander in chief and/or Management Committee member of the Management Committee as soon as—
- (a) that person dies or becomes physically or mentally incapable of acting in their role
 - (b) that person resigns
 - (c) that person is voted out at an annual general meeting
 - (d) that person fails to attend three Management Committee meetings without communicating acceptable reasons for absence to the Management Committee.

PRESIDENT

Methods of appointing the President

- 5.**—(1) The directors may recommend to the members from time to time the appointment of an honorary Society President.
- (2) Such Presidential nominees will not have an executive role in the conduct of the Company/Society.
- (3) The gift of Presidency will be subject to confirmation by a simple majority vote of the membership at an annual general meeting.

Termination of the President's appointment

- 6.** (1) A person will cease to be President when:
- (a) that person dies or becomes physically or mentally incapable of acting in their role
 - (b) that person resigns
 - (c) that person is voted out at an annual general meeting.

COMPANY/SOCIETY EXECUTIVE MANAGEMENT

The Management Committee

- 7.** (1) Subject to the directors' delegation, the management of the Company/Society's day-to-day business will be undertaken by a Management Committee, which will comprise:
- (a) the directors
 - (b) the secretary

- (c) captains of torches, fiery pieces, banners, barrels, bands, firesite, effigies, programmes, tableau, aerials and street fireworks and any other captain or configuration of captains as from time to time appointed through ordinary resolution by members at an annual general meeting. Deputies appointed by captains and the commander in chief may attend meetings of the Management Committee if the captain or commander in chief is unable to attend, to provide information to the Management Committee, but such deputies will not be members of the Management Committee and so they will be unable to vote.
- (d) the commander in chief
- (e) up to 10 other members of the Company/Society.

Sub-committees

- 8.** (1) Subject to the directors' delegation, the Management Committee will be able to create sub-committees in order to manage particular activities, especially those in relation to the raising of funds.
- (2) A sub-committee will comprise:
- (a) at least one director
 - (b) at least two other members of the Management Committee and
 - (c) as many members from the wider Company/Society that wish to serve on it
- (3) This configuration of a sub-committee may be altered from time to time by the members through ordinary resolution at an annual general meeting.
- (4) A sub-committee will report back to the Management Committee at each of the Management Committee meetings.

Agreements and Contracts of the Management Committee

- 9.** (1) Subject to the directors' delegation, any agreement or contract, whether it be verbal, in writing or implied, agreed by the Management Committee on behalf of the directors will only be valid if—
- (a) it is under £2,000 or an amount as agreed from time to time by the members through an ordinary resolution at an annual general meeting and
 - (b) signed by at least two directors in accordance with section 40 of the Companies Act 2006 or as amended and
- (2) The Management Committee will not be allowed to sign deeds, contracts for land or make employment contracts.

Management Committee Responsibilities

- 10.** (1) Subject to the directors' delegation, the Management Committee will be responsible for the day-to-day business of the Company/Society except:
- (a) The Management Committee will not have involvement in any offers of employment or to make decisions in any aspect of employment
 - (b) The Management Committee will not have any involvement in the approval of safety related risk assessments.

Management Committee meetings

- 11.** (1) Subject to the byelaws, Management Committee members participate in a Management Committee meeting when—
- (a) the meeting has been called and takes place in accordance with the byelaws
 - (b) they can each communicate to the other any information or opinions they have on any particular item of the business of the meeting
 - (c) if all the Management Committee members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is, including in electronic forms such as email but excluding the use of text messaging.
- (2) Notice of a Management Committee meeting must be given to each committee member at least 72 hours in advance and in the manner chosen by the member (e.g. in writing or by electronic means), indicating—
- (a) its proposed date and time,
 - (b) where it is to take place, and
 - (c) if it is anticipated that Management Committee members participating in the meeting will not be in the same place, how they will communicate with each other during the meeting.

- (3) Any Management Committee member can request items to be included on the agenda up to 48 hours prior to a meeting.
- (4) There will be a quorum of at least 50% of the Management Committee, with at least two directors present.
- (5) Management Committee meetings will be chaired by the Chairman or, in his or her absence, a replacement director.
- (6) A Management Committee meeting will constitute—
 - (a) a formal opening by chairman of the meeting (see paragraph (5) above,
 - (b) a vote to agree the record of the previous meeting
 - (c) a discussion relating to any matters arising
 - (d) a discussion of items on the agenda, including regular financial reports on income and expenditure and reports from any sub-committee in place at the time
 - (e) a formal closing of the meeting by the chair of the meeting (subject to paragraph (5) above)
- (7) Proposals to be put to the vote at a Management Committee meetings will be put forward by one member present at the meeting, seconded by another member present at the meeting and will be decided on by a simple majority show of hands unless a secret ballot is proposed and seconded and agreed by a simple majority prior to the original vote taking place.
- (8) Any amendments proposed during discussion of a proposal will be voted on as set out in byelaw 11(7) above before the poll or secret ballot for the original proposal is taken.
- (9) Where a majority cannot be reached the chairman of the meeting will have the casting vote.
- (10) Records of the Management Committee will be made available to members of the Management Committee as soon as reasonably practical after the meeting but no longer than 10 days after the meeting.
- (11) Records of the Management Committee meetings will be made available to members of the Company/Society on request (excepting any items that are marked 'Confidential').
- (12) Records of the Management Committee meetings will also be made available to the Sussex Archives (or as renamed) for retention and the keeping of historical records purposes.

Conflicts of interest

12. (1) If a proposed decision by the Management Committee is concerned with an actual or proposed transaction or arrangement with a company or family member in or with which a member of the Management Committee has an interest, that member is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, the member who is interested in an actual or proposed transaction or arrangement with a company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when—
 - (a) the Company/Society by ordinary resolution disapplies the provision of the byelaws which would otherwise prevent a member of the Management Committee from being counted as participating in the decision-making process
 - (b) the interest of the member of the Management Committee cannot reasonably be regarded as likely to give rise to a conflict of interest.
- (4) For the purposes of this byelaw, references to proposed decisions and decision-making processes include any Management Committee meeting, sub-committee or part of a Management Committee meeting.
- (5) Subject to paragraph (6), if a question arises at a meeting of the Management Committee as to the right of a member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling is to be final and conclusive.
- (6) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman of the meeting, the question is to be decided by a decision of the other Management Committee members, for which purpose the chairman of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Management Committee members expenses

13. (1) The Company/Society may pay any reasonable expenses which Management Committee members agree are properly incurred in connection with—
 - (a) general meetings

- (b) preparations for Bonfire Night celebrations
- (c) fundraising

Casual vacancies

14. (1) In the event of one of the Management Committee members vacating a post during the year following the annual general meeting at which they were elected, the Management Committee will have the power to replace that committee member with a member of the Company/Society who has at least three or four years standing as set out in byelaw 3(1) by normal Management Committee proposal and agreement and recorded in Management Committee meeting record.

Co-option

15. (1) In the event of the Management Committee identifying the need to appoint additional Management Committee member(s) for specific purposes then the Management Committee may co-opt any additional non-Management Committee members it deems necessary who may serve until the next annual general meeting at which selection of the Management Committee members takes place.

(2) Co-option will be the subject of a normal Management Committee proposal and agreement procedure (as set out in byelaw 11(7) and 11(8) above) and will be recorded in the Management Committee meeting record.

HEALTH AND SAFETY

16. (1) The Directors will appoint at least one safety adviser for each year after the annual general meeting—

- (a) who has some knowledge, or is willing to learn and/or has some experience of dealing with Bonfire related safety issues, Health and Safety at Work 1974 as amended, consumer protection and/or firework legislation
- (b) who will advise the Management Committee members on safety issues that could affect the Company/Society
- (c) who, with the relevant captains, will review and where necessary update the Company's/Society's health and safety policies, risk assessments and other documents as required for all the Company/Society events under direction from the directors and
- (d) who will attend Management Committee and other external meetings as required in relation to the organisation of Bonfire Night celebrations.

(2) The health and safety policies, risk assessment and other documents will address the protection of children at Ham Lane Yard, in the processions and on the firesite on Bonfire Night.

DIRECTORS' AND MANAGEMENT COMMITTEE MEMBERS' HANDBOOK

18. (1) A handbook providing guidance to the Directors and Management Committee members of Cliffe Bonfire Ltd. will be maintained by a person or persons appointed by the Management Committee and updated from time to time.

(2) The handbook and any amendments will be agreed by an ordinary resolution of the Management Committee as set out in byelaw 11(7) and 11(8) above.

ANNUAL SUBSCRIPTION

19. The Annual Subscription can only be renewed for members who are members of our holding company Brightnight Ltd, this will apply to all adult members.