

## **BRIGHTNIGHT 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/Society as described in Article 29 of the Articles of Brightnight Ltd;

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

“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/Society, 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/Society

“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;

“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. (1) These bylaws and any subsequent amendments must not contradict or otherwise diminish the provisions of the Articles of Association of the Company agreed 31/03/2017.

(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.

(2) The bringing into force of these byelaws, or the alteration, variation or revocation of any existing byelaws, must be passed by special resolution of the members of Brightnight Limited.

(3) Members will conduct themselves at all times in accordance with and are bound by these any byelaws from time to time in force.

#### **DIRECTORS RESPONSIBILITIES**

2. (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.

#### **MEMBERS’ RESERVE POWER**

3.—(1) By special resolution of the members of Brightnight Ltd as the sole shareholders of Cliffe Bonfire Limited, the members may direct the Management Committee to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the Management Committee have done before the passing of the resolution.

#### **CONDUCT**

##### **Refusal or termination of an existing or prospective membership**

4. (1) A prospective or existing member may have their membership refused or terminated by the directors if they:

(a) bring the Company/Society into disrepute

(b) infringe one of the Company/Society Articles of Association and/or Byelaws and/or

(c) are convicted breaking the law through the criminal justice system.

(2) Any member alledged of the offences listed in Byelaw 4(1) above will be invited to a Management Committee meeting to account and/or explain for their actions.

(3) The final decision will be made by the directors.

##### **Bonfire Night**

5. (1) Members must abide by any rules of behaviour as set out by Cliffe Bonfire Limited and as communicated through the Clarion newsletter issued in relation to Bonfire Night.

#### **DIRECTORS AND COMMITTEE HANDBOOK**

6. (1) A handbook providing guidance to the Directors Brightnight Ltd and Cliffe Bonfire Ltd and the Management Committee members of Cliffe Bonfire Ltd will be maintained and updated from time to time.

(2) The handbook and any amendments will be agreed by an ordinary resolution at a Management Committee meeting of Cliffe Bonfire Ltd as arranged by the Directors and Management Committee members.