

BRIGHTNIGHT LIMITED

BYELAWS

As at 22.02.2019

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 bylaws 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 bylaws, or the alteration, variation or revocation of any existing bylaws, 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 bylaws 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 alleged 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.
- (4) The Management Committee, through the Chairman, will do the following to facilitate a meeting to discuss member related disciplinary issues:
 - (a) send a letter marked 'Confidential' to the member accused of misconduct according to Brightnight Limited Article 5(2) and Brightnight Ltd Byelaw 4 inviting the member to attend a meeting of the Management Committee on a date, time and location determined by the Management Committee, and which sets out the reasons and evidence for the invitation, and

- (b) send the letter by recorded delivery or by email with the subject heading written as 'For [name of member] In Strictest Confidence', and
- (c) where agreement to a mutually convenient date cannot be reached, the member may choose alternatively to send a letter to the Management Committee to explain their actions and/or ask another member to represent them at the meeting, and
- (d) either party, member or Management Committee, may ask witnesses to take part in the meeting provided this is agreed at least five days before the meeting, and
- (e) The meeting to discuss the alleged misconduct will:
 - (i) remain confidential, and
 - (ii) allow the Management Committee to ask questions to understand why the member accused of misconduct behaved in the manner described in the invitation letter, and
 - (iii) allow the member accused of misconduct to be accompanied by another member during the meeting and both parties will be allowed to ask supplementary questions to clarify the questions asked by the Management Committee, and
 - (iv) once the discussion has reached a conclusion and no more questions remain for either party, the Chairman will halt the proceedings and the member concerned and/or their representative will leave the meeting, and
 - (v) the Management Committee may then propose and second any further action and vote on the proposal, and
 - (vi) The decision of the Management Committee will then be discussed by the directors in a separate directors' meeting and they will come to a decision, and
 - (vii) The directors will inform the Management Committee of their final decision and send it in writing to the member concerned in the strictest confidence either by recorded delivery or by email with the subject heading written as 'For [name of member] In Strictest Confidence'.
- (f) The member accused of misconduct will be allowed one appeal, and must formally write to the Chairman via recorded delivery letter or email explaining the grounds on which they wish to appeal,
- (g) The Chairman will then call another meeting following Byelaws 4(4) a to e above.
- (h) At the end of this procedure the Directors' decision is final and will be communicated to the Management Committee and the member concerned as set out in 4(e)vii above.

(5) The Brightnight Ltd Management Committee for the purpose of hearing disciplinary issues only will consist of the following members:

- (a) the directors of Brightnight Ltd
- (b) the secretary
- (c) captains of torches, fiery pieces, banners, barrels, bands, firesite, effigies, programmes, tableau, aerals 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.
- (d) the commander in chief
- (e) up to 10 other members of the Company/Society.

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.