

Companies Act 2006
Private Company Limited by Guarantee
Articles of
SOUTH BRENT OLD SCHOOL COMMUNITY CENTRE LIMITED

INTERPRETATIONS

In these Articles:

"Address" means a postal address or, for the purposes of electronic communication, a fax number, email address or telephone number for receiving text messages; **"Articles"** means the Company's articles of association;

"The Board of Directors" or "Board" means all those persons appointed to perform the duties of Directors of the Company;

"Commission" means the Charity Commission for England and Wales;

"Companies Acts" or "the Act" means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Company;

"Connected Person" means the spouse, civil partner, child, step-child, parent, grandparent, grandchild, brother, sister or other person in a relationship with a Director, which may reasonably be regarded as equivalent to such a relationship or any company or business controlled or managed by a Director and includes a trustee of any trust, the beneficiaries of which include a Connected Person.

"Director" means a director of the Company and includes any person occupying the position of Director, by whatever name called. The Directors are charity trustees as defined by section 97 of the Charities Act 1993;

"Document" includes, unless otherwise stated, any document sent or supplied in electronic form;

"Electronic means" has the meaning given in section 1168 of the Companies Act 2006;

"Member" has the meaning given in section 112 of the Companies Act 2006 and as detailed under 'Membership' in these Articles;

"Person" means, unless the context requires otherwise, a natural person, unincorporated body, firm, partnership, corporate body or a representative of an unincorporated body, firm, partnership or corporate body;

"Secretary" means any person appointed to perform the duties of the Secretary of the Company;

"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.

Unless the context requires otherwise, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

OBJECTS

1 The Company's objects are specifically restricted to the following: The objects of the Company are to promote the benefit of the public and the inhabitants of South Brent and its environs (the "area of benefit") and in particular to

(a) promote the benefit of the inhabitants of South Brent and neighbourhood by associating together the said inhabitants and the local authorities, voluntary and other organisations in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for the said inhabitants;

(b) establish, or secure the establishment of, a Community Centre (hereinafter called "the Centre" and to maintain and manage the same (whether alone or in co-operation with any local authority or any other person or body) in furtherance of these objects;

(c) promote such other charitable purposes as may from time to time be determined.

- 2 In carrying out its objects, the Company shall promote equality of opportunity and oppose any form of discrimination on grounds of race, ethnic origin, gender, sexual orientation, age, disability or religion. The Company shall not be affiliated with any political party.

POWERS

- 3 In furtherance of the said objects the Company shall have power to:

- (a) bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals;
- (b) arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses and all forms of recreational and other leisure-time activities;
- (c) collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere;
- (d) write, print or publish, in whatever form, such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objects, and to issue or circulate the same whether for payment or otherwise;
- (e) support and cooperate with any charitable trusts, associations or institutions formed for all or any of the objects;
- (f) affiliate to appropriate community organisations) and to other organisations with similar charitable objects;
- (g) raise funds and invite or receive donations and contributions, whether by subscription or otherwise provided that the charity shall not undertake any taxable permanent trading activities;
- (h) purchase, lease, hire or otherwise lawfully acquire such property or other rights and privileges and to construct, maintain or alter the same and to make regulations for the proper supervision, control and management of any property so acquired;
- (i) sell, let, dispose of or turn to account all or any of its property or assets subject to such consents as may be required by law;
- (j) borrow money, and subject to such consents as may be required by law, to charge all or any of the property of the Company with the repayment of money so borrowed;
- (k) receive money on deposit or loan or overdraft, in such manner as the Company may think fit subject to such consent or on such conditions as may be required by law;
- (l) invest money not immediately required for its objects in or upon such investments, securities or property as the Company may think fit subject nevertheless to such conditions (if any) as may for the time being be imposed by law;
- (m) pay out of the funds of the Company the costs of forming and incorporating the Company and of registering the Company as a charity;
- (n) employ and remunerate such persons as are necessary for the proper pursuit of the objects;
- (o) insure and arrange insurance cover and to indemnify its employees and voluntary workers and centre users from and against such risks incurred in the course of the performance of their duties as may be thought fit;
- (p) provide indemnity insurance for the Directors out of the funds of the Company provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of duty or breach of trust or which was committed by them in reckless disregard of whether it was a breach of duty or breach of trust or not.
- (q) do all such other lawful things as shall further the charitable objects of the Company

INCOME AND PROPERTY

- 4 The Company's income and property shall be applied solely to the promotion of the objects of the Company and no portion shall be transferred directly or indirectly by way of dividend, bonus or otherwise whatsoever by way of profit to the Members of the Company and no Director or Connected Person may buy goods or services from the Company on terms preferential to those applicable to other members of the public, sell goods, services, any interest in land to the Company, be employed by, or receive any remuneration from the Company, or receive any other financial benefit from the Company, unless the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes or the payment is permitted under the following circumstances:
- (a) A Director, or Connected Person may receive a benefit from the Company in the capacity of a beneficiary;
 - (b) A Director or Connected Person may enter into the contract for the supply of services, or of goods that are supplied in connection with the provision of services to the Company;
 - (c) A Director or Connected Person may provide the Company with goods that are not supplied in connection with services provided to the Company by a Director or Connected Person;
 - (d) A Director or Connected Person may receive interest on money lent to the Company at a reasonable and proper rate which must be 2% or more per annum below the base rate of the Bank of England for the time being;
 - (e) A Director or Connected Person may receive rent for premises let by the Director or Connected Person, to the Company in the amount of the rent and other terms of the lease are reasonable and proper and provided.
 - (f) A Director or Connected Person may take part in the normal trading and fundraising activities of the Company on the same terms as members of the public;
 - (g) The Directors may arrange for the purchase, out of the funds of the Company, of insurance designed to indemnify the Directors.

COMPANY MEMBERSHIP

- 5 The first Members of the Company will be the subscribers to the Memorandum of Association of the Company.
- 6 The Directors may at their discretion admit to membership:
- (a) Any individuals who support the aims of the Company and who have paid or agreed to pay any subscription or other sum due in respect of membership; and
 - (b) Any unincorporated body, firm, partnership or corporate body that supports the aims of the Company and operates in an associated field of activity to the Company or that has an interest in supporting the Company's objects and who has paid or agreed to pay any subscription or other sum due in respect of membership.
- 7 An unincorporated body, firm, partnership or corporate body which is a Member shall, by resolution of its governing body, appoint a representative who has attained the age of 16. The representative may, during the continuance of her/his appointment, be entitled to exercise all such rights and powers as the unincorporated body, firm, partnership or corporate body would exercise if it were an individual person. Each Member organisation shall supply written notification to the Company of its choice of representative.
- 8 The Company shall also have a junior membership comprised of all those individuals who meet the criteria for membership but are aged under 16 years. Junior members may be invited to general meetings of the Company at the discretion of the chairperson but shall not count towards a quorum or vote on any business to be discussed in general meeting.

Applications for Membership

- 9 No natural person shall be admitted into membership of the Company unless they have attained the age of 16. All those wishing to become a Member must support the aims of the Company and applications for membership shall be in a form approved by the Directors and the Directors shall approve each application.

Member Commitment

- 10 All Members may attend General Meetings and take an interest in the operation and development of the Company and its business. Members have a duty to respect the confidential nature of the business decisions of the Company.

Termination of Membership

- 11 A Member shall cease to be a Member of the Company immediately that s/he:

- (a) ceases to meet the criteria for membership; or
- (b) resigns in Writing to the Secretary unless, after the resignation, there would be less than two members; or
- (c) is expelled from membership in accordance with these Articles; or
- (d) dies, becomes mentally incapable of managing their own affairs, is wound up or goes into liquidation or
- (e) becomes more than 18 months in arrears with a subscription after appropriate reminders.

Removal of a Member

- 12 A Member may be expelled from membership by a resolution of the Company stating that it is in the best interests of the Company that the membership is terminated. A resolution to remove a Member from membership may only be passed if:

- (a) The Member has been given at least 21 days' notice in Writing of the general meeting at which the resolution to expel them will be proposed and the reasons why it is to be proposed; and
- b) The Member or, at the option of the Member, an individual who is there to represent them (who need not be a Member of the Company) has been allowed to make representations to the general meeting. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.

CENTRE FRIENDS

- 13 The Company shall also recognise a group of individuals designated Friends of the Old School Centre who are not Company Members but by application and the payment of a small donation are recognized as supporters of the Centre and are entitled to two free newsletters annually. Centre Friends are not entitled to vote at General Meetings.

SUBSCRIPTIONS

- 14 All members shall pay such subscriptions as agreed at an Annual General Meeting or Special General Meeting. All Centre Friends shall also pay a subscription as the Board of Directors may from time to time recommend for agreement at an Annual General Meeting or Special General Meeting.

GENERAL MEETINGS

- 15 The Company shall in each calendar year hold a general meeting of the Members as its Annual General Meeting and shall specify the meeting as such in the notices calling it. The first Annual General Meeting shall be held within 18 months of incorporation. Every Annual General Meeting except the first shall be held not more than 15 months after the previous Annual General Meeting.

16 The business of an Annual General Meeting shall comprise, where appropriate:

- (a) Consideration of accounts and balance sheets;
- (b) Consideration of Directors' and Auditor's reports;
- (c) Elections to replace retiring Directors;
- (d) Setting of the annual membership subscription;
- (e) Appointment and remuneration of the auditor (or their equivalent); and
- (f) Any other business.

Calling a General Meeting

17 The Board of Directors may convene a general meeting or, in accordance with the Companies Acts, 10% of the membership may, in Writing, require the Directors to call a general meeting

Notices

18 All general meetings shall be convened with at least 14 clear days' notice but may be held at shorter notice if so agreed in Writing by a majority of Members together holding not less than 90% of the total voting rights of the Company.

19 All notices shall specify the date, time and place of the meeting along with the general nature of business to be conducted and any proposed resolutions. The notice must also contain a statement setting out the right of each Member to appoint a proxy. 21 days notice shall be given to members individually and by notice on the Parish notice board.

20 The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any Person entitled to receive notice shall not invalidate proceedings at that meeting.

Proxies

21 A Member who is absent from a general meeting may appoint any person to act as their proxy.

22 Proxies may only validly be appointed by a notice in Writing which:

- (a) States the name and address of the Member appointing the proxy;
- (b) Identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- (c) Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
- (d) Is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

23 The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

24 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more of the resolutions, otherwise the proxy notice shall be treated as allowing the person appointed the discretion as how to vote on any matter.

25 A person who is entitled to attend, speak or vote (either on a show of hands or a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of the general meeting to which it relates.

26 An appointment using a proxy notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or the adjourned meeting to which it relates.

- 27 If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence that the person signing it has the authority to execute it on the appointer's behalf.

Quorum

- 28 No business shall be transacted at a general meeting unless a quorum of Members is present, either in person or represented by proxy. Unless amended by special resolution of the Company a quorum shall be five% of the Membership, subject to a minimum of two Persons, and must include two members of the Board of Directors.

Chairing General Meetings

- 29 The chairperson appointed to facilitate meetings of the Board of Directors shall also facilitate general meetings. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the vice-chairperson shall preside, but if s/he is unwilling is absent or unwilling to act the Members present shall choose one of their number to be the chairperson for that meeting. The appointment of a chairperson shall be the first item of business at the meeting.

Attendance and Speaking at General Meetings

- 30 A Member is able to exercise the right to speak at a general meeting and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it including by electronic means. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending are in the same place as each other.
- 31 The chairperson of the meeting may permit other persons who are not Members of the Company to attend and speak at general meetings, without granting any voting rights.

Adjournment

- 32 If a quorum is not present within half an hour of the time the general meeting was due to commence, or if during a meeting a quorum ceases to be present, the chairperson must adjourn the meeting. If within half an hour of the time the adjourned meeting was due to commence a quorum is not present, the Members present shall constitute a quorum.
- 33 The chairperson of a general meeting may adjourn the meeting whilst a quorum is present if:
- (a) The meeting consents to that adjournment; or
 - (b) It appears to the chairperson that an adjournment is necessary to protect the safety of any persons attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
- 34 The chairperson must adjourn the meeting if directed to do so by the meeting.
- 35 When adjourning a meeting the chairperson must specify the date, time and place to which it will stand adjourned or that the meeting is to continue at a date, time and place to be fixed by the Directors.
- 36 If the meeting is adjourned for 14 days or more, at least 7 clear days' notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting.
- 37 No business shall be transacted at an adjourned meeting other than business which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting

- 38 Each Member shall have one vote on any question to be decided in general meeting.
- 39 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.
- 40 In the case of an equality of votes, whether on a show of hands or a poll, the chairperson shall not have a second or casting vote and the resolution shall be deemed to have been lost.

Poll Votes

41 A poll on a resolution may be demanded:

- (a) in advance of the general meeting where the matter is to be put to the vote; or
- (b) At a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

42 A poll may be demanded by:

- (a) The chairperson of the meeting;
- (b) The Directors;
- (c) Two or more persons having the right to vote on a resolution.

43 A demand for a poll may be withdrawn if the poll has not yet been taken and the chairperson consents to the withdrawal.

44 Polls must be taken immediately and in such manner as the chairperson of the meeting directs, provided that each Member shall have only one vote.

Resolutions

45 Decisions at general meetings shall be made by passing resolutions:

- (a) The following decisions must be made by special resolution:
 - (i) Decisions involving an alteration to the Articles of the Company;
 - (ii) Decisions to expel Members;
 - (iii) The decision to wind up the Company;
 - (iv) Other decisions which are required so by statute.

(b) All other decisions shall be made by ordinary resolution.

46 A special resolution is one passed by a majority of not less than 75% of votes cast at a general meeting and an ordinary resolution is one passed by a simple majority (51%) of votes cast.

47 Resolutions may be passed at general meetings or by written resolution.

48 A written resolution passed by Members shall be effective if it has been passed in accordance with the Act which includes sending a copy of the proposed resolution to every Member. Written resolutions may comprise several copies to which one or more Members have signified their agreement.

49 A written resolution shall be deemed to have been passed if, within 28 days of the written resolution's circulation date:

- (a) Written approval has been received from at least 75% of the Members where the resolution is a special resolution;
- (b) Written approval has been received from at least 51% of the Members where the resolution is an ordinary resolution.

50 In accordance with the Companies Acts, resolutions to remove a Director or Auditor (or their equivalent) of the Company before the end of his/her period of office shall not be passed by written resolution.

51 No alteration may be made to these Articles by resolution which would have the effect of making the Company cease to be a charity in law.

DIRECTORS

52 The Company shall have a Board of Directors comprising not less than five Directors and no more than eighteen Directors.

53 The initial Directors of the Company from incorporation shall be the Subscribers to the Memorandum of Association and such others as they may determine in writing.

54 Under no circumstances shall any of the following serve on the Board of Directors:

- (a) Employees of the Company;
- (b) Persons aged under sixteen years;
- (c) Persons who are bankrupt or who are otherwise disqualified by law from serving as company directors;
- (d) Persons who have an unspent conviction involving dishonesty or deception, or who are otherwise disqualified by law from serving as charity trustees.

55 The Board of Directors shall be elected by and from the Company's Members.

56 The composition of the Board of shall be as follows:

- (a) Up to 13 Directors elected by and from the Company's Members;
- (b) Up to 2 Directors nominated to the Board by centre user groups and up to 3 Directors appointed to the Board by co-option. Co-opted Directors are to be selected by the Board of Directors for their particular skills and/or experience and need not be Members of the Company.

Co-option of Directors

57 The Board of Directors may at any time fill a casual vacancy on the Board by co-option. Such co-opted individuals will hold office as Director only until the next Annual General Meeting.

58 At no time must the number of co-opted individuals comprise more than one-third of the Board of Directors.

59 Any appointment to the Board of Directors shall be conducted in accordance with such procedures as may be specified by the Board of Directors.

Retirement Cycle

60 At the first Annual General Meeting all Directors shall stand down. At every subsequent Annual General Meeting one-third of the Board of Directors, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The Directors to retire shall be the Directors who have been longest in office since their last election. Where Directors have held office for the same amount of time the Director to retire shall be decided by lot. A retiring Director shall be eligible for re-election.

61 Co-opted Directors shall retire at the Annual General Meeting following their appointment but shall be eligible for further co-option, subject to the discretion of the Board of Directors.

Powers and Duties of the Board of Directors

62 The Directors are responsible for the management of the Company's business and, subject to these Articles and directions given by special resolution, they may exercise all the powers of a Company for this purpose. No such special resolution invalidates anything which the Directors have done before the passing of the special resolution.

63 All decisions made by a meeting of the Board of Directors or by any person acting as a Director shall remain valid even if it is later discovered that there was some defect in the Director's appointment or that the individual had previously been disqualified from acting as a Director.

Delegation

64 Subject to these Articles, the Directors may delegate any of the powers which are conferred on them under these Articles to any person or committee consisting of Members of the Company, by such means, to such an extent, in relation to such matters and on such terms and conditions as they think fit.

65 The Directors may specify that any such delegation may authorise further delegation of the powers by any person to whom they are delegated.

66 The Directors may revoke any delegation in whole or in part or alter any terms and conditions.

Sub-Committees

67 A sub-committee to which the Directors delegate any of their powers must conform to any regulations imposed on it by the Directors and the provisions of these Articles. Such regulations imposed by the Directors will prevail over the provisions in these articles where they are inconsistent.

68 All acts and proceedings of any sub-committee must be fully and promptly reported to the Directors

PROCEEDINGS OF THE BOARD OF DIRECTORS

Calling a Meeting of the Board of Directors

69 Any Director may, and the Secretary on the requisition of a Director shall, call a meeting of the Board of Directors by giving reasonable notice of the meeting to all Directors. Notice of any meeting of the Board of Directors must indicate the date, time and place of the meeting and, if the Directors participating in the meeting will not be in the same place, how they will communicate with each other.

Proceedings of a Meeting of the Board of Directors

70 The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

71 A Director is able to exercise the right to speak at a meeting of the Board of Directors and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a meeting of the Board of Directors to exercise their rights to speak or vote at it including by electronic means. In determining attendance at a meeting of the Board of Directors, it is immaterial whether any two or more Directors attending are in the same place as each other.

72 Questions arising at any meetings shall be decided by a majority of votes.

73 In the case of an equality of votes, the chairperson shall not have a second or casting vote and the resolution shall be deemed to have been lost.

74 A written resolution, circulated to all Directors and signed by a simple majority (51%) of Directors, shall be valid and effective as if it had been passed at a Board meeting duly convened and held. A written resolution may consist of several identical Documents signed by one or more Directors.

75 The Board of Directors may, at its discretion, invite other persons to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count toward the quorum.

76 The Directors must ensure that the Company keeps a record, in Writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

Quorum

77 The quorum for meetings of the Board of Directors shall be three Directors.

78 If at any time the total number of Directors in office is less than the quorum required, the Directors must not take any decisions other than to appoint further Directors or to call a general meeting so as to enable the Members to appoint further Directors.

Chairperson

79 The Directors shall appoint one of their number as the chairperson to facilitate meetings of the Board of Directors. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the vice-chairperson shall preside, but if s/he is absent or unwilling to act, the Directors present shall choose one of their number to be the chairperson for that meeting. The chairperson appointed to facilitate meetings of the Board of Directors shall also facilitate general meetings. The appointment of a chairperson shall be the first item of business at the meeting.

Honorary Officers

80 The Board of Directors shall elect from amongst their own number such Honorary Officers, which shall include a vice-chairperson, as they think fit. Honorary Officers so elected by the Board may be removed by them. Honorary Officers shall serve for a period of one year after which they must stand down but shall be eligible for re-election.

Declaration of Interest

81 Whenever a Director has a personal, financial or material interest, whether directly or indirectly, in a matter to be discussed at a meeting and whenever a Director has an interest in another unincorporated or corporate body whose interests are reasonably likely to conflict with those of the Company in relation to a matter to be discussed at a meeting, notwithstanding matters relating to the terms of business of the Company, s/he must;

- (a) Declare the nature and extent of the interest before the discussion begins on the matter;
- (b) Withdraw from that part of the meeting;
- (c) Not be counted in the quorum for that part of the meeting;
- (d) Withdraw during the vote and have no vote on the matter.

82 Subject to anything to the contrary in these Articles:

- (a) In accordance with (but subject to) the Companies Acts, and provided that the procedure in these articles is followed, the unconflicted Directors may, if they consider it is in the best interest of the Company to authorise the conflict of interest, give authorisation in respect of a situation in which a Director has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and such a conflict derives no direct or indirect benefit to the Director.

Termination of a Director's Appointment

83 A person ceases to be a Director of the Company as soon as:

- (a) Ceases to be a Member of the Company (unless they are a co-opted or nominated Director);
- (b) Where the person is a co-opted Director appointed for their particular skills and/or experience, that person is removed from office by a resolution of the Board of Directors;
- (c) Where the person is a Director ex officio, the person ceases to hold that office or that office ceases to exist;
- (d) Where the person is the representative of an organisation the organisation removes their endorsement of that representative;
- (e) Where the person is the representative of an organisation that organisation ceases to exist;
- (f) That person resigns from office in Writing to the Company, and such resignation has taken effect in accordance with its terms;
- (g) That person is removed from office by a resolution of the Company in general meeting in accordance with these Articles and the Companies Acts;
- (h) That person is absent from 3 meetings of the Board of Directors during a continuous period of 12 months without special leave of absence granted by the Board of Directors and the Directors pass a resolution that s/he has by reason of such absence been vacated office;
- (i) That person ceases to be a Director by virtue of any provision of the Companies Acts or is prohibited from being a Director by law or disqualified from acting as a trustee of a charity;
- (j) That person fails to declare their interest in any contract referred to in these Articles;
- (k) A bankruptcy order is made against that person;

- (l) A registered medical practitioner who is treating that person gives a written opinion to the Company stating that the person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- (m) By reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.

Removal of a Director

- 84** A Director may be expelled from office by a resolution of the Company stating that it is in the best interests of the Company that her/his office is terminated. A resolution to remove a Director from office may only be passed if:
- (a) The Director has been given at least 21 days' notice in Writing of the general meeting at which the resolution to remove them from office will be proposed and the reasons why it is to be proposed; and
 - (b) The Director or, at the option of the Director, the Director's representative (who need not be a Member of the Company) has been allowed to make representations to the general meeting.

SECRETARY

- 85** The Board of Directors shall appoint a Secretary of the Company for such term and at such remuneration and upon such conditions as they think fit. Any Secretary so appointed may also be removed by them.
- 86** A provision of the Companies Acts or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

REGULATIONS

- 87** The Company in a general meeting or the Board of Directors may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Board of Directors and sub-committees. No regulation shall be made which is inconsistent with these Articles or the Companies Acts. All members of the Company and the Board of Directors shall be bound by such regulations whether or not they have received a copy of them.

LIABILITY OF MEMBERS

- 88** The liability of Members is limited to £1. Every Member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while that person is a Member or within one year of her/him ceasing to be a Member. The contribution shall be for payment of the debts and liabilities of the Company contracted while that person was a Member and of the costs, charges or expenses of winding up and for the adjustments of the rights of the contributories amongst themselves. Each Member's contribution shall not exceed £1.

DISSOLUTION

- 89** In the event of the winding up or dissolution of the Company the liquidator shall first, according to law, use the assets of the Company to satisfy its debts and liabilities. Any balance of assets remaining may not be distributed among the Members, except to a Member that is itself a charity, but shall be transferred to any charity or charities having similar objects to, or compatible with, any of the objects of the Company.

ADMINISTRATIVE ARRANGEMENTS

Means of Communication

- 90** A Member may provide their consent to receive communications from the Company by electronic means.

91 Subject to these Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Acts provides. Any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being. A Director may agree with the Company that notices or Documents sent to her/him in a particular way are to be deemed to have been received within a specified time or their being sent, and for the specified time to be less than 48 hours.

Seal

92 If the Company has a seal, it shall only be used by the authority of the Board of Directors acting on behalf of the Company. Every instrument to which the seal shall be attached shall be signed by a Director and countersigned by a second Director, the Secretary, or a Member of the Company appointed by the Board of Directors for the purpose.

Registers

93 The Board of Directors shall ensure accurate registers are maintained which shall include a register of Members, a register of Directors and such other registers as required by the Acts.

Register of Members

94 The Company shall maintain a register of Members which records their name, address (in the case of a corporate body the registered office address), and the dates on which they became a Member and ceased to be a Member. A Member shall notify the Company within seven days of any change to their name or address.

95 An entry on the register relating to a former Member of the Company may be removed from the register after the expiration of 10 years from the date on which s/he/it ceased to be a Member.

Register of Directors

96 The Company shall maintain a register of Directors which shall include the following particulars:

(a) Name of the Director and any former names used by her/him for business purposes and his/her service address, country of residence, nationality, business occupation, if any and date of birth.

97 The register of Directors shall be open for inspection to any Member of the Company without charge and to any other person on payment of such fee as may be prescribed.

98 The Company shall also maintain a register of Director's residential addresses which is not available for inspection.

Minutes

99 The Company shall ensure that minutes are kept of all:

(a) Proceedings at meetings of the Company; and

(b) Proceedings at meetings of the Board of Directors and its sub-committees which include names of the Directors present, decisions made and the reasons for those decisions.

Accounts

100 The Board of Directors shall cause proper accounts to be kept and circulated in accordance with the Companies Acts and adhere to the recommendations of applicable Statements of Recommended practice, with respect to:

(a) All sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;

(b) All sales and purchases of goods by the Company;

(c) The assets and liabilities of the Company.

- 101 Proper accounts shall be deemed to have been kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
- 102 The accounts shall be kept at the Registered Office of the Company or, subject to the Acts, at such other place or places as the Board of Directors thinks fit, and shall always be open to the inspection of all Members and other persons authorised by the Company in a general meeting.
- 103 The Board of Directors shall prepare and present to the Members such regular financial reports, results and cash flow predictions showing the current financial position of the Company as the Members in a general meeting shall require to be laid before them.

Annual Report and Return and Register of Charities

104 The Directors must comply with the requirements of the Charities Act 1993 with regard to the:

- (a) Transmission of the statements of account to the Company;
- (b) Preparation of an Annual Report and its transmission to the Commission;
- (c) Preparation of an Annual Return and its transmission to the Commission.

105 The Directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

Audit

- 106 Company may decide if it meets the qualifying criteria to apply the small company audit exemptions. If not, at least once in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditors (or their equivalents).
- 107 Auditors (or their equivalents) shall be appointed and their duties regulated in accordance with the Companies Acts.

Social Accounting and Reporting

108 In addition to any financial accounts required by the Companies Acts, the Members may resolve to undertake an account of the activities of the Company which will endeavour to measure its social and environmental performance using whatever methodology the Members deem appropriate. Following the completion of such an account the Company shall report any findings to its Members and other stakeholders.

Indemnity and Insurance

- 109 Subject to the following article, any Director or former Director of the Company may be indemnified out of the Company's assets against:
- (a) Any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company;
 - (b) Any liability incurred by that Director in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
 - (c) Any other liability incurred by that Director as an officer of the Company.
- 110 The above article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or any other provision of law.
- 111 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any Director or former Director of the Company in respect of any loss or liability which has been or may be incurred by such a Director in connection with their duties or powers in relation to the Company or any pension fund or employees' share scheme of the Company.

Signed *Beatrice Campbell*

09-03-2011

Dr BEATRICE CAMPBELL

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CHAIR OF TRUSTEES

G.D. Richards

G.D. RICHARDS COMPANY SECRETARY