

BIRMINGHAM DISABILITY RESOURCE CENTRE

MEMORANDUM AND ARTICLES OF ASSOCIATION

Approved at AGM on 19.01.10 (Revised from 30 October 2007)

Registered Company Number: 2897250

Bierton Road
Yardley
Birmingham
B25 8PQ

The Companies Acts 1985, 1989 and 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL**

Memorandum of Association of

BIRMINGHAM DISABILITY RESOURCE CENTRE

1. The name of the Company is Birmingham Disability Resource Centre (hereinafter called the Charitable Company).
2. The Registered Office of the Charitable Company will be situated in England.
3. The Charitable Company is established

To promote for the public benefit the relief of people whose impairment or the nature of their condition subjects them to physical, mental, learning or sensory disability by the provision of facilities and services known as Birmingham Disability Resource Centre through which disabled people may realise their full potential as individuals and as members of society, irrespective of the nature of their impairment or condition, disability, gender, sexual orientation, nationality, race, religious belief, status as a married person or civil partnership, pregnancy, spent convictions or other conditions not justified in law.

4. In furtherance of the said objects, but no further or otherwise, the Charitable Company has power:
 - a) to promote the lawful use of all powers conferred on bodies (whether statutory or otherwise) for the greater good of disabled people and their active participation in the community;
 - b) to co-ordinate and support the activities of organisations controlled by disabled people (at least 80% of disabled people on all Boards of Directors etc.) in the UK subject to those activities being wholly and exclusively charitable;

- c) to carry out activities designed to promote the active participation of disabled people through promoting equality of opportunity and their inclusion in society;
- d) to assist in resolving the social problems of disabled people through research, studies, projects, training, education, liaison and representation and to provide such other facilities as the Charitable Company considers appropriate to assist the advancement in life of all disabled people;
- e) to co-operate and enter into arrangements with Birmingham City Council or any authorities, national, local or otherwise;
- f) to accept subscriptions, donations devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate; maintain and alter any of the same as are necessary for any of the objects of the Charitable Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any real or personal estate;
- g) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Charitable Company in the shape of donations, subscriptions or otherwise;
- h) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- i) to borrow or raise money for the objects of the Charitable Company on such terms and (with such consents as are required by law) on such security as may be thought fit;
- j) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Charitable Company;
- k) to invest the monies of the Charitable Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time

being be imposed or required by law and subject also as hereinafter provided;

- l) to make any charitable donation either in cash or assets for the furtherance of the objects of the Charitable Company;
- m) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Charitable Company;
- n) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charitable Company;
- o) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- p) subject to the provisions of clause 4 hereof, to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Charitable Company or their dependents;
- q) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Charitable Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charitable Company by this Memorandum of Association;
- r) to pay out of the funds of the Charitable Company the costs, charges and expenses of and incidental to the formation and registration of the Charitable Company;
- s) to establish where necessary local branches (whether autonomous or not);
- t) to do all such other lawful things as are necessary for the achievement of the objects

Provided that:-

- i. in case the Charitable Company shall take or hold any property which may be subject to any trusts, the Charitable Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- ii. the objects of the Charitable Company shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers.
- iii. in case the Charitable Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Charitable Company shall act within the law that governs such property.
- iv. the income and property of the Charitable Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by the way of profit, to members of the Charitable Company and no member of its Directors shall be appointed to any office of the Charitable Company paid by salary of fees or receive any remuneration or other benefit in money or money's worth from the Charitable Company.

Provided that nothing herein shall prevent any payment in good faith by the Charitable Company:

- a) of reasonable and proper remuneration to any member, officer or servant of the Charitable Company not being a member of its Directors for any services rendered to the Charitable Company;
- b) of interest on money lent by any member of the Charitable Company or of its Directors at a rate per annum exceeding two per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Directors or three per cent whichever is the greater;
- c) of reasonable and proper rent for premises or let by any member of the Charitable Company or of its Directors;
- d) of fees, remuneration or other benefit in money's or money's worth to the Charitable Company of which a member of the

Directors may be a member holding not more than 1/100th part of the capital of that Charitable Company; and

e) To any member of its Directors of reasonable out-of-pocket expenses.

5) The liability of the members is limited.

6) Every member of the Charitable Company undertakes to contribute to the assets of the Charitable Company, in the event of the same being wound up while s/he ceases to be a member, for payment of the debts and liabilities of the Charitable Company contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions among themselves, such amount as may be required not exceeding one pound.

7) If upon the winding-up or dissolution of the Charitable Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charitable Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charitable Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charitable Company under or by virtue for Clause 4 hereof, such institution or institutions to be determined by the members of the Charitable Company at or before the time of dissolution and in so far as effect cannot be given to such provision, then to some other charitable object.

Revised Memorandum and Articles of Association

Dated: 19.01.10

The Companies Act 1985, 1989 and 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

Articles of Association of

BIRMINGHAM DISABILITY RESOURCE CENTRE (Herein after called the *Charitable Company*)

1. INTERPRETATION

1a. In these Articles:-

“the Act” means the Companies Acts 1985, 1989 and 2006.

“disabled person” means any person who because of the nature of their impairment is subjected to unnecessary barriers that are to be found in everyday living.

“the Directors” means the Directors of the Charitable Company.

“the Seal” means the common seal of the Charitable Company.

“secretary” means any person appointed to perform the duties of the secretary of the Charitable Company.

“the United Kingdom” means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Charitable Company.

2. **OBJECTS**

2a. The Charitable Company is established for the objects expressed in the Memorandum of Association.

3. **MEMBERS**

3a. The subscribers to the memorandum are the first members of the Charitable Company.

3b. Membership is open to other individuals and organisations who:

- apply to the Charitable Company in the form required by the Directors; and
- are approved by the Directors

3c. The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charitable Company to refuse the application.

The Directors must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision.

The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.

3d. Membership is not transferable to anyone else.

3e. The Directors shall have the right to terminate the membership of any member who does not adhere to the rules and code of conduct of the Charitable Company, PROVIDED THAT

- The member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is proposed;
- The member or, at the option of the member the member's representative (who need not be a member of the Charitable Company) has been allowed to make representations at the meeting either verbally or in writing

4. CLASSES OF MEMBERSHIP

Full Membership shall be open to:

- 4a. Individuals over sixteen years of age provided that a minimum of 80% of the membership are disabled people.
- 4b. Any group or organisation of disabled people whose constitution prescribes that a minimum 80% of its members are disabled people and that a minimum 80% of its governing body shall be disabled people.
 - 4b(i) The Secretary or representative body of any of the member organisations shall notify the Charitable Company in writing of the names and addresses of its representatives and shall notify the Charitable Company if their representatives change.

Associate Membership shall be open to:

- 4c. Voluntary organisations, commercial companies and firms, trade unions, local authorities and such other groups who support the objects of the Charitable Company. Associate members may attend meetings but shall not be entitled to vote.

5. REGISTER OF MEMBERS

- 5a. The Charitable Company shall maintain a Register of Members in which shall be recorded the name and address of every Member, and the dates on which they became a member and on which they ceased to be a member. Every member shall sign a written consent to become a member or a duly authorised officer shall sign on behalf of each Member organisation. A separate list shall be maintained of Associate Members. A member shall notify the Secretary in writing within seven days of a change of their name or contact details.
- 5b. Unless the members of the Directors or the Charitable Company in General Meeting shall make other provision pursuant to the powers herein contained, the Directors members may in their absolute discretion permit any member of the Charitable Company to retire provided that after such retirement the number of members is not less than three.

6. CESSATION OF MEMBERSHIP

6a. The rights and privileges of a member either individual or organisational shall not be transferable nor transmissible, and such rights and privileges shall cease upon the member ceasing to be such.

6b. Membership is terminated if:

- The member dies or, if it is an organisation, ceases to exist;
- The member resigns by written notice to the Charitable Company unless, after the resignation, there would be less than two members
- The member becomes an employee of the Charitable Company;
- Any sum due from the member to the Charitable Company is not paid in full within three months of it falling due;
- The member or organisation ceases to meet the criteria necessary to qualify for any of the categories of membership described in Article 4 above
- The member is removed from membership by a resolution of the Directors that it is in the best interests of the Charitable Company that his or her membership is terminated. A resolution to remove a member from the membership may only be passed if:-
 - The member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is proposed;
 - The member or, at the option of the member the member's representative (who need not be a member of the Charitable Company) has been allowed to make representations at the meeting either verbally or in writing

7. GENERAL MEETINGS

- 7a. The Charitable Company shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charitable Company and that of the next. Provided that so long as the Charitable Company holds its first Annual General meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of members of the Directors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
- 7b. Decisions at General Meetings shall be made by passing resolutions:
- Decisions involving an alteration to the Memorandum or Articles of Association of the Charitable Company and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three quarters of votes cast.
 - All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of votes cast at a General Meeting.
- 7c. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 7d. The Directors may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten percent of the Full Members of the Charitable Company, as provided by section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Directors to form a Quorum, any member of the Directors or any two members of the Charitable Company may convene an Extraordinary Meeting in the same manner as that in which meetings may be convened by the Directors.

8. NOTICE OF GENERAL MEETINGS

- 8a. The minimum periods of notice required to hold a general meeting of the Charitable Company are:
- twenty one clear days for an annual general meeting of a general meeting called for the passing of a special resolution
 - fourteen clear days notice for all other general meetings
- 8b. A general meeting may be called by shorter notice if it is so required by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90% of the total voting rights.
- 8c. The Notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. In case of a general meeting which is to consider a Special Resolution, such resolution shall be specified in the Notices calling that meeting. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 11 of these articles.
- 8d. The Notice must be given to all the members and to the Directors and the Auditors.
- 8g. The accidental omission to give notice to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

9. PROCEEDINGS AT GENERAL MEETINGS

- 9a. No business shall be transacted at any General Meeting unless a quorum is present in person at the time the meeting proceeds to business; six members present in number or 1/5th of current membership, whichever is greater shall be a quorum.
- 9b. If within half an hour from time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and

place, or to such other day and at such other time and place as the Directors may determine.

- 9c. At every General Meeting the Chairperson of the Charitable Company shall preside, but if she/he is not present within twenty minutes after the time appointed for the commencement of the meeting the Vice-Chairperson shall preside, and in the event of her/his absence the members of the Directors shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting.
- 9d. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjournment meeting shall be given as in the case of another original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 9e. At the General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- by the Chairperson; or
 - by at least two members present.

Unless a poll is so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Charitable Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 9f. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

- 9g. A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to the resolution of the meeting at which the poll was demanded.
- 9h. Subject to the provisions of the Act, a resolution in writing signed by all members entitled to receive notice and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a General Meeting of the Charitable Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

10. VOTES OF MEMBERS

- 10a. Every Full Member shall have one vote.
- 10b. No member shall be entitled to vote at any General Meeting unless all monies presently payable by him/her to the Charitable Company have been paid.

A Member organisation which wishes to appoint a proxy to vote on its behalf at any meeting shall lodge with the Secretary, through the Charitable Company office, not less than 48 hours before the time of the meeting, a written instrument of proxy, signed by the authorised officer of that organisation. An instrument of proxy which does not conform with the preceding provisions or which is not lodged in accordance with such provisions shall be disallowed.

A member organisation shall not be entitled to appoint more than one proxy to attend the same occasion.

11. PROXIES – APPOINTMENT AND VOTING

- 11a Any member is entitled to appoint another person as a proxy to exercise all or any of the members' rights to attend and to speak and to vote at a general meeting of the Charitable Company.

- 11b The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve:-

“Charitable Company Name

I/we of, being a member/members of the above-named charitable company, hereby appoint of, or failing him/her of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Charitable Company to be held on 20.., and at any adjournment thereof.

Signed on”

- 11c Where it is desired to afford members an opportunity of instructing the proxy how to act, the appointment of a proxy shall in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve:-

“Charitable Company Name

I/we of, being a member/members of the above-named charitable company, hereby appoint of, or failing him/her of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Charitable Company to be held on 20.., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:-

Resolution No. 1 * for * against

Resolution No. 2 * for * against

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting

Signed this this day of..... 20..”

11d The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Directors) may be lodged with the Charitable Company as follows:-

11d(1) In the case of an instrument in writing, be deposited as the office or at such other place within the UK as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charitable Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote: or

11d(2) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:-

- in the notice convening the meeting; or
- in any instrument of proxy sent out by the charity in relation to the meeting; or
- in any invitation contained in an electronic communication to appoint a proxy issued by the charity in relation to the meeting

it must be received by the Secretary at the Charitable Company address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote.

11d(3) In the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and no less than 24 hours before the time appointed for the taking of the poll; or

11d(4) where the poll is not taken forthwith but is taken not much more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Secretary.

11e An appointment of a proxy which is not deposited, delivered or received in a manner described in sub clauses 11(d), shall be invalid.

11f A vote given or poll demanded by proxy or by the duly authorised representative of a member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the Charitable Company at:-

- its registered office, or
- at such other place at which the instrument of proxy was duly deposited; or
- (where the appointment of a proxy was contained in an electronic communication) at the address at which such appointment was duly received

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

12. **DIRECTORS OF MANAGEMENT**

12a. The Directors shall be composed of the following persons:

- A majority of the Directors will be Full Members as defined in articles 4a. & b. above subject to a maximum of two representatives in the case of 4b.
- Associate Members if elected or nominated will have no voting rights but will be allowed a consultative voice.

The make up of the Directors shall reflect that of the membership as a whole and shall therefore have a minimum number of 80% of its number being disabled people.

No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 14.

12b. The maximum number of Directors members shall be 11 and the minimum number 5. (This number does not include representatives of Centre stakeholders or associate members, who may be co-opted from time to time)

12c. The Directors Members shall be paid all reasonable out of pocket expenses properly incurred by them in attending Directors

Meetings or General meetings of the Charitable Company or in connection with the business of the Charitable Company.

- 12d. Any Directors member, being a solicitor or other person engaged in any profession, shall be entitled to charge and be paid all usual professional or other charges for work done on behalf of the Charitable Company by her/him or her/his firm when so instructed by the Directors, provided that nothing shall authorise a Directors member or his/her firm to act as auditor to the Charitable Company.
- 12e. The Directors shall have power at any time to co-opt any person to be a member of the Directors to fill a casual vacancy. The Co-optee shall be required to become a member. Any member of the Directors so appointed shall hold office only until the next following Annual General Meeting, and shall then retire and be eligible for re-election, but shall not be taken into account in determining the number of members of the Directors who are due to retire by rotation in accordance with Article 15a

13. BORROWING POWERS

- 13a. The Directors may exercise all the powers of the Charitable Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Charitable Company or of any charitable body where such action will directly further the objects of the Charitable Company.

14. POWERS AND DUTIES OF THE DIRECTORS

- 14a. The business of the Charitable Company shall be managed by the Directors who may pay all expenses incurred in the formation of the Charitable Company, and may exercise all such powers of the Charitable Company as are not required to be exercised by the Charitable Company in General Meeting. Any such requirement may be imposed either by the Act or by those Articles or by any regulation made by the Charitable Company in General Meeting; but no such regulation shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

- 14b. All cheques and other negotiable instruments, and all receipts for monies paid to the Charitable Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time determine.
- 14c. The Directors shall cause Minutes to be made:
- of all appointments of officers made by the Directors.
 - of the names of the Directors members present at each Directors Meeting.
 - of all resolutions and proceedings at all meetings of the Charitable Company, and of the Directors.
- 14d. At the first Meeting of the Directors the members of the Directors shall elect the following Honorary Officers; Chairperson, Vice Chairperson and Treasurer, who shall hold office until the Directors determines such appointments and elects new Honorary Officers.
- 14e. Any member of the Directors who ceases to be a member of the Directors shall cease to be an Honorary Officer.
- 14f. The quorum necessary for the transaction of the business of the Management Directors shall be fixed by the Directors at a figure being not less than three.
- 14g. In line with article 14l below, a Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 14h. The continuing members of the Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Charitable Company as the necessary quorum of members of the Directors, the continuing members of the Directors may act for the purpose of increasing the numbers of the Directors to that number, or of summoning a General Meeting of the Charitable Company, but for no other purpose.
- 14i. The Chairperson and any other three members of the Directors shall be empowered to make emergency decisions in the interests of the Charitable Company without reference to a full meeting of

the Directors and such decisions shall be binding pending the next full meeting of the Directors. Any such decision shall have to be ratified at the next properly convened meeting of the Directors but the presumption shall exist that the decision is acceptable unless the circumstances are exceptional.

14j. The Directors shall be empowered to make rules and regulations which they consider to be in the interests of the Charitable Company which shall be binding on all members until revoked or countermanded by the members in General Meeting. Such rules and regulations shall not conflict with the Act or with the Memorandum or Articles of Association.

14k. The Directors may delegate any of their powers or functions to a Committee or Sub-Committee of two or more Directors but the terms of the delegation must be recorded in the Minute Book.

The Directors may impose conditions when delegating including the conditions that:

- The relevant powers are to be exercised exclusively by the Committee or Sub-committee to whom they delegate
- No expenditure may be incurred on behalf of the Charitable Company except in accordance with a budget previously agreed with the Directors

The Directors may revoke or alter a delegation

All acts and proceedings of any Committees or Sub-committees must be fully and promptly reported to the Directors.

14l. A Director must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Charitable Company which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors or voting in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charitable Company and any personal interest (including but not limited to any personal financial interest).

15. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

15a. A Director shall cease to hold office if he or she:-

- ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director
- is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
- ceases to be a member of the Charitable Company
- becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs
- resigns as a Director by notice to the Charitable Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect);or
- is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

16. **ELECTION OF DIRECTORS**

- 16a. The election for membership of the Directors shall take place at each Annual General Meeting of the Charitable Company.

For each resolution to fill a place on the Directors, each member shall have one vote; thus each member is entitled to as many votes as there are vacant places on the Directors but is not required to exercise all or any such votes.

The ballot shall be declared by simple majority, with the candidates polling the highest number of votes being declared elected to the vacant places in descending order of number of votes. No member of the Management Directors elected at a General Meeting shall hold office for more than three years without retiring.

In each year, one-third of the members of the Directors (or if their number is not three or a multiple of three, then the number nearest one-third) shall retire from office. The members of the Management Directors to retire in any one year, shall be those who will have held office for three years since their last election, then, to make up the one-third or number nearest one-third, those who have been in office longest since their last election.

As between members of the Directors elected as such on the same day, those to retire shall be determined by agreement between such members, or, if there is no such agreement, shall be those

who received the least number of votes cast for any candidate elected at the election. The computation of the members of the Directors to retire at any Annual General Meeting follows this formula:

- Any member co-opted by Directors must retire at the Annual General Meeting following his/her/their co-option.
- Take one-third of the remaining number of members, or the nearest number nearest one-third (e.g. 4 of 11, 3 of 10, 3 of 8, 2 of 7 etc).
- Any member who will have been in office for three years since his/her/their last election must retire.
- The number to retire is made up to one-third or number nearest one-third by the length of service/agreement/least votes formula e.g. if the 3 next longest-serving of the Directors have all held office for 2 years, and two must retire, the three may agree unanimously among themselves which 2 shall retire, but failing this agreement, the 2 polling the least votes when elected shall retire.

- 16b. Any retiring member of the Directors whether nominated by the subscribers to the Memorandum of Association, elected at an Annual General Meeting or co-opted, shall be eligible for re-election.
- 16c. The members of the Charitable Company at the meeting at which a member of the Directors retires in accordance with Article 14a may fill the vacated office by electing a person thereto, and in default, the retiring member of the Directors shall if offering themselves for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such members of the Directors shall have been put to the meeting and lost.
- 16d. No person shall be eligible for election to the office of member of the Directors at any General meeting unless 7 days before the date appointed for the meeting, there shall have been left at the Registered Office of the Charitable Company, a nomination form with signatures of the nominee and proposer.
- 16e. A person will not be eligible for election to the Directors of the Charitable Company or to nominate a person to the Directors until they have held membership of the Charitable Company for a period

of continuous membership of 6 calendar months, at the date of nomination.

- 16f. The Charitable Company may from time to time by ordinary resolution increase or reduce the number of members of the Directors and may also determine in what rotation the increased or reduced number is to go out of office.
- 16g. By ordinary resolution at a General Meeting of which notice has been given according to Section 142 of the Act, the Charitable Company may remove any member of the Directors from that office. This removal from office shall take effect immediately notwithstanding anything in these Articles or in any agreement or contract with the Charitable Company or generally at law.
- 16h. If the removal from office of a member of the Directors by resolution according to Article 14 above occurs at an Annual General Meeting, the vacancy so created shall be filled in the normal course of election of members of the Directors under 15a above, wherever appropriate.

If the removal from office occurs at Extraordinary General Meeting, the meeting may by ordinary resolution (of which notice has been given under Articles 8a and 8b above) appoint a person to fill any vacancy so created, and that person's term of office as a member of the Directors shall be treated under Article 15a above. If no appointment to any vacancy so created, is made at a General Meeting, the Directors shall have power according to Article 15g above co-opt a person to fill the vacancy, except that it may not co-opt the person dismissed from office under Article 14a above.

17. **SECRETARY**

- 17a. Subject to Section 283 of the Act the Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as the Directors may think fit, and any Secretary so appointed may be removed by it: Provided always that no Directors member may occupy the salaried position of Secretary.
- 17b. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Directors member and the Secretary shall not be satisfied by its being done or to the same person

acting both as Directors member and as, or in place of, the Secretary.

18. **THE SEAL**

18a. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a Sub-Directors authorised by the Directors in that behalf and every instrument to which the seal shall be affixed shall be signed by a Directors member and shall be countersigned by the Secretary or by a second Directors member or by some other person appointed by the Directors for the purpose.

19. **ACCOUNTS**

19a. The Directors shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:

- all sums of money received and expended by the Charitable Company and the matters in which the receipt and expenditure takes place;
- All sales and purchases of goods by the Charitable Company;
- The assets and liabilities of the Charitable Company.

Proper accounts shall be deemed to be kept if they give true and fair records of state of the Charitable Company's affairs and explain its transactions.

19b. The accounts shall be kept at the Registered Office of the Charitable Company or, subject to section 222 of the Act, at such other places or places as the Directors thinks fit, and shall always be open to the inspection of all members and officers and by other persons authorised by the Charitable Company in General Meeting.

19c. The Directors shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Charitable Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those section and that these accounts will also be produced

under the accounting framework as laid down by the Charity Commission.

19d. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Charitable Company in General Meeting together with a copy of the auditor's report and Directors's report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to every member of the Charitable Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Charitable Company is not aware. The auditor's report shall be open to inspection and shall be read before the meeting.

20. **AUDIT**

20a. Auditors shall be appointed by the Directors and their duties regulated in accordance with sections 384-392 of the Act.

21 **ANNUAL REPORT AND RETURNS AND GOVERNING BODIES**

21a The Directors must comply with the requirements of the Act with regards to:-

- The transmission of statements of account to the Charitable Company
- The preparation of an Annual Report and its transmission to Companies House and the Charities Commission
- The preparation of Annual Returns and its transmission to Companies House and the Charities Commission

21b The Directors must notify the Companies House and the Charities Commission promptly of any changes to the Charitable Company's entries on the Central Registers of Companies and Charities.

22 **NOTICE**

22a Any notice to be given to or by any person pursuant to the articles:

- Must be in writing; or
- Must be given using electronic communications

22b The Charitable Company may give any notice to a member either:

- personally; or
- by sending it by post in a pre-paid envelope addressed to the member at his or her address; or
- by leaving it at the address of the member; or
- by giving it using electronic communications to the member's address

22c A member who does not register an address with the Charitable Company or who registers only a postal address that is not within the UK shall not be entitled to receive any notice from the Charitable Company.

22d A member present in person at any meeting of the Charitable Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

22e Proof that the envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given.

22f Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

22g A notice shall be deemed to have been given:

- 48 hours after the envelope containing it was posted; or
- in the case of an electronic communication, 48 hours after it was sent.

23. RULES

23a The Directors may, from time to time, make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charitable Company.

23b The bye laws may regulate the following matters but are not restricted to them:

- The admission of members of the Charitable Company (including the admission of organisations to become members) and the rights and privileges of such members, and the subscriptions and other fees or payments to be made by members;
- The conduct of members of the Charitable Company in relation to one another, and to the charities employees and volunteers;
- The setting aside of the whole or any part or parts of the Charitable Company's premises at any particular time or times or for any particular purpose or purposes;
- The procedure at general meetings and meetings of the Directors in so far as such procedures are not regulated by the Act or by these Articles.

24. **DISSOLUTION**

- 22a. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Charitable Company shall have effect as if the provisions thereof were repeated in these Articles.