

ARTICLES OF ASSOCIATION

THE COMPANIES ACTS 1985  
& 2006

COMPANY LIMITED BY  
GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

---

**THE COMPANIES ACTS 1985 & 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT**  
**HAVING A SHARE CAPITAL**  
ARTICLES of ASSOCIATION  
**of**  
FIFE SOCIETY FOR THE BLIND

<b>CONTENTS</b>		
<b>OBJECTS</b>	the Company's objects and powers	articles 1-7
<b>GENERAL</b>	constitution of the Company, defined terms, objects, powers, restrictions on use of assets, limit on liability, general structure	articles 8-9
<b>MEMBERS</b>	qualifications, application, subscription, register, withdrawal, expulsion, termination/transfer	articles 10-21
<b>GENERAL MEETINGS (meetings of members)</b>	general, notice, special/ordinary resolutions, procedure	articles 22-47
<b>DIRECTORS</b>	maximum number, eligibility, election/retiral/re-election, termination of office, register, office bearers, powers, personal interests	articles 48-73
<b>DIRECTORS' MEETINGS</b>	procedure, conduct of directors	articles 74-83
<b>ADMINISTRATION</b>	committees, operation of bank accounts, secretary, minutes, accounting records and annual accounts, notices	articles 84-100
<b>MISCELLANEOUS</b>	winding-up, indemnity	articles 101-105

## Constitution of Company

1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of the Company.

## Defined terms

2 In these Articles, unless the context requires otherwise:-

- (a) “**Act**” means the Companies Act 2006;
- (b) “**2005 Act**” means the Charities and Trustee Investment (Scotland) Act 2005;
- (c) “**Articles**” means the articles of association of the Company;
- (d) “**CEO**” means the person (if any) employed by the Company from time to time in the capacity of chief executive officer;
- (e) “**Charity**” means a body which is either a “Scottish charity” within the meaning of **s13** of the **2005 Act** or a “charity” within the meaning of **s1** of the **Charities Act 2006**, providing (in either case) that its objects are limited to Charitable Purposes;
- (f) “**Charitable Purpose**” means a charitable purpose under **s7** of the **2005 Act** which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
- (g) “**Company**” means Fife Society for the Blind;

- (h) “**Electronic Form**” has the meaning given in **s1168 (3) of the Act**;
- (i) “**OSCR**” means the Office of the Scottish Charity Regulator;
- (j) “**Property**” means any property, heritable or moveable, real or personal, wherever situated; and
- (k) “**Subsidiary**” has the meaning given in **s1159 of the Act**.

3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

## **Objects**

4 The Company’s objects are:

- (1) To relieve the needs of persons suffering from blindness or visual impairment and in particular (a) to provide such employment, services and resources as may be appropriate to assist such persons in developing independence in the areas of work, travel, communication and living skills and to remove the barriers created by sight loss and thereby enable such persons to carry out tasks independently and safely and (b) to provide and/or assist in the provision of mechanisms directed towards determining the needs of such persons and to ensure that the services available from public agencies and others reflect those needs.

- (2) To advance education and, in particular (a) to assemble and provide information about the services available to persons suffering from blindness or visual impairment and that in such a way as to enable such individuals to make informed choices in relation to such services and (b) to increase public knowledge and awareness of visual impairment and associated issues through the provision of training, education and advice.
- 5 The Company's objects are restricted to those set out in **Article 4** (but subject to **Article 6**).
- 6 The Company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the Company's objects in **Article 4**. On any occasion when it does so, it must give notice to the Registrar of Companies, and the amendment will not be effective until that notice is registered on the Register of Companies.

## **Powers**

- 7 In pursuance of the objects listed in **Article 4** (but not otherwise), the Company shall have the following powers:-
  - (a) To provide (whether on a contractual basis or otherwise) such services and facilities as the Company may consider appropriate, including (without prejudice to that generality) services in the fields of assessment, counselling, advocacy, benefits advice, rehabilitation and the reproduction of text into braille and large print.

- (b) To advise in relation to, prepare, organise and/or conduct conferences, seminars and training courses, and educational and training events and programmes of all kinds.
- (c) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings and display materials.
- (d) To advise in relation to, commission and/or conduct research projects and programmes and to publish and promote the findings of such research.
- (e) To liaise with central government authorities and agencies, local authorities, local enterprise companies, voluntary sector organisations and others, all with a view to furthering the aims of the Company.
- (f) To carry on any activity which may be appropriately carried on in connection with any of the objects of the Company.
- (g) To promote companies whose activities may further one or more of the above objects or which may generate income to support the Company's activities, acquire and hold shares, stocks, debentures and other interests in such companies and carry out, in relation to any such company which is a subsidiary of the Company, all such functions as may be associated with a holding company.
- (h) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any Property or rights suitable for any of the objects of the Company.

- (i) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any Property and rights which may be advantageous for the purposes of the activities of the Company.
- (j) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, Property and rights of the Company.
- (k) To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, Property and rights of the Company.
- (l) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- (m) To borrow money and give security for the payment of money by, or the performance of other obligations of, the Company or any other person.
- (n) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

- (o) To remunerate any individual in the employment of the Company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the Company and the wife, widow, relatives and dependents of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- (p) To promote any private Act of Parliament or other authority to enable the Company to carry on its activities, alter its constitution or achieve any other purpose which may promote the Company's interests, and to oppose or object to any application or proceedings which may prejudice the Company's interests.
- (q) To enter into any arrangement with any organisation government or authority which may be advantageous for the purposes of the activities of the Company and to obtain from any such organisation, government or authority any charter, right, privilege or concession.
- (r) To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- (s) To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, Property and rights acquired or disposed of.

- (t) To effect insurance against risks of all kinds.
- (u) To invest moneys of the Company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- (v) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the Company and to promote and support any company or other incorporated body formed by it for the purpose of carrying on any activity which the Company is authorised to carry on.
- (w) To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the Company.
- (x) To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the Company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the Company is authorised to amalgamate.

- (y) To transfer all or any part of the undertaking, Property and rights of the Company to any body, incorporated or unincorporated, with which the Company is authorised to amalgamate.
- (z) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the Company or with the furtherance of its objects.
- (aa) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the Company.
- (bb) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the Company, whether by way of subscriptions, grants, loans, donations or otherwise.
- (cc) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- (dd) To do anything which may be incidental or conducive to the attainment of any of the objects of the Company.

## **Restrictions on use of the Company's assets**

- 8 (a) The income and Property of the Company shall be applied solely towards promoting the Company's objects.
- (b) No part of the income or Property of the Company shall be paid or transferred (directly or indirectly) to the members of the Company, whether by way of dividend, bonus or otherwise (provided that this provision shall not preclude a member of the Company from receiving any benefit as a beneficiary of the charitable objectives of the Company).
- (c) With the exception of the CEO, no director of the Company shall be appointed as a paid employee of the Company, and subject as aforesaid, no director shall hold any office under the Company for which a salary or fee is payable.
- (d) Subject to **Article 8 (c)**, no benefit (whether in money or in kind) shall be given by the Company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the Company.

## **Liability of members**

- 9 Each member undertakes that if the Company is wound up while he/she is a member (or within 1 year after he/she ceases to be a member), he/she will contribute up to a maximum of £1 to the assets of the Company, to be applied towards:

- (a) payment of the Company's debts and liabilities contracted before he/she ceases to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

### **General structure**

10 The structure of the Company consists of:-

- (a) the members, who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the Articles and the Act. In particular, the members elect people to serve as directors and take decisions in relation to changes to the Articles themselves;
- (b) the directors, who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Company. In particular, the directors are responsible for monitoring the financial position of the Company.

### **Qualifications for membership**

11 The members of the Company shall consist of the subscribers to the memorandum of association and such other persons as have been or are admitted to membership under **Articles 13 to 15**.

12 Membership shall be open to any individual who wishes to support the aims and activities of the Company.

### **Application for membership**

- 13 Any person who wishes to become a member must sign and lodge with the Company, a written application for membership.
- 14 The directors may (at their discretion) refuse to admit any person to membership.
- 15 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application, and shall be entitled to defer consideration of any application to a future meeting (or meetings). Within a reasonable time after any such meeting the directors shall notify the applicant of their decision on the application.

### **Membership subscription**

- 16 No membership subscription shall be payable.

### **Register of members**

- 17 The directors shall maintain a register of members setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

### **Withdrawal from membership**

- 18 Any person who wishes to withdraw from membership shall sign and lodge with the Company a written notice to that effect. On receipt of the notice by the Company, he/she shall cease to be a member.

## **Expulsion from membership**

- 19 Any person may be expelled from membership by special resolution (pursuant to **Article 32**), providing the following procedures have been observed:-
  - (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion; and
  - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

## **Termination/transfer**

- 20 Membership shall cease on death.
- 21 A member may not transfer his/her membership to any other person.

## **General meetings (meetings of members)**

- 22 The directors shall convene an annual general meeting in each year.
- 23 Not more than 15 months shall elapse between one annual general meeting and the next.
- 24 The business of each annual general meeting shall include:-
  - (a) a report by the chair on the activities of the Company
  - (b) consideration of the annual accounts of the Company
  - (c) the election/re-election of directors, as referred to in **Articles 50 to 52**.
- 25 The directors may convene an extraordinary general meeting at any time.

- 26 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under **s303** of the **Act**) or a requisition by a resigning auditor (under **s518** of the **Act**).

### **Notice of general meetings**

- 27 At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting.
- 28 The reference to "clear days" in **Article 27** shall be taken to mean that in calculating the period of notice, the day after the notice is posted, (or in the case of a notice sent by Electronic Form, the day after it was sent) and also the day of the meeting should be excluded.
- 29 A notice calling a meeting shall specify the time and place of the meeting. It shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (under **Article 32**) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 30 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting. Any other general meeting shall be called an extraordinary general meeting.
- 31 Notice of every general meeting shall be given
- (a) in hard copy form
  - (b) in writing or (where the individual to whom notice is given has notified the Company of an address to be used for the purpose of electronic communication) in Electronic Form; or
  - (c) (subject to the Company notifying members of the presence of the notice on the website, and

complying with the other requirements of **s309** of the **Act**) by means of a website.

### **Special resolutions and ordinary resolutions**

- 32 For the purposes of these Articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with **Articles 27 to 31**. The requirement for a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 33 In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the Company, by special resolution,
- (a) to alter its name
  - (b) to alter any provision of these Articles or adopt new Articles.
- 34 For the purposes of these Articles, an “ordinary resolution” means a resolution passed by a majority vote (taking account only of those votes cast in favour as compared with those votes against) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with **Articles 27 to 31**.

### **Procedure at general meetings**

- 35 No business shall be dealt with at any general meeting unless a quorum is present. The quorum for a general meeting shall be 10 individuals entitled to

vote (each being a member or a proxy for a member).

- 36 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 37 The chair of the Company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting. If the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 38 The chairperson of a general meeting may (with the consent of the meeting) adjourn the meeting to such time and place as the chairperson may determine.
- 39 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 40 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
  - (a) shall lodge with the Company at the Company's registered office a written instrument of proxy (in such form as the directors require), signed by him/her; or
  - (b) shall send by Electronic Form to the Company, at such electronic address as may have been notified to the members by the Company for that purpose, an instrument of proxy (in such form as the directors require)

providing (in either case), the instrument of proxy is received by the Company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

- 41 An instrument of proxy which does not conform to the provisions of **Article 40**, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 42 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 43 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to vote (but not to speak) at the meeting, and need not be a member of the Company.
- 44 A vote given or ballot demanded by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the Company at the Company's registered office (or where sent by Electronic Forms, was received by the Company at the address notified by the Company to the members for the purpose of electronic communications) before the commencement of the meeting (or adjourned meeting) at which the vote was given or the ballot demanded.
- 45 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall have a casting vote.
- 46 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled

to vote, whether as members or proxies for members). A secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

- 47 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct. The result of the ballot shall be declared at the meeting at which the ballot was demanded.

### **Maximum & minimum number of directors**

- 48 The maximum number of directors shall be 12 and the minimum number shall be 6.

### **Eligibility**

- 49 A person shall not be eligible for election or appointment as a director unless he/she is a member of the Company.

### **Election, retiral, re-election**

- 50 At each annual general meeting the members may (subject to **Article 48**) elect any member (providing he/she is willing to act) to be a director.
- 51 The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to **Article 48**).
- 52 Each director shall be elected or appointed for a maximum term of 3 years, but shall be eligible for re-election or re-appointment. At each annual general meeting, one third of the directors (selected according to length of service) shall retire from office but shall then be eligible for re-election.

## **Termination of office**

53 A director shall automatically vacate office if:-

- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;
- (b) he/she becomes debarred under any statutory provision from being a Charity trustee;
- (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than 6 months;
- (d) he/she ceases to be a member of the Company;
- (e) he/she resigns office by notice to the Company;
- (g) he/she is absent (without permission of the directors) from more than 3 consecutive meetings of the directors, and the directors resolve to remove him/her from office;
- (h) in the case of the CEO, he/she has ceased to hold that office; or
- (i) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of **s168** of the **Act**.

## **Register of directors**

54 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director and also specifying the date on which any person ceased to hold office as a director.

## Officebearers

- 55 As soon as possible after each annual general meeting, the directors shall elect from among themselves a chair and a vice chair, and such other office bearers (if any) as they consider appropriate.
- 56 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
- 57 A person elected to any office shall cease to hold that office if he/she ceases to be a director or if he/she resigns from that office by written notice to that effect.
- 58 No director shall be appointed as chair for more than 3 consecutive years unless the directors shall have undertaken an appraisal of his/her performance during his/her period of office prior to the annual general meeting in question and has resolved to recommend his/her re-appointment on the basis of that appraisal. No director shall be appointed as chair for more than 6 consecutive years and any director who has served 6 consecutive years as chairperson shall then be ineligible for appointment as chairperson for a period of 3 years.
- 59 The appointments to offices under **Article 58** shall (subject to **Article 61**) be made by secret ballot at a meeting of directors held as soon as reasonably practicable after each annual general meeting. In the event of a director being proposed for appointment as chair at such a meeting of directors, and such proposal being rejected by the meeting of directors, the vice chair shall assume the office of chair with immediate effect until the directors are able to make an appointment of a chair by secret ballot (or until the annual general meeting which next follows if the directors are unable to do so).
- 60 A director whose period of office expires under

**Article 58** may (subject always to the provisions of **Article 58**) be re-appointed to such office (providing he/she is willing to act).

- 61 If the appointment of any director to an office under **Article 58** terminates under **Article 60**, the directors shall, at a meeting of directors held as soon as reasonably practicable after such termination, appoint another director to hold such office in his/her place. A director so appointed shall (subject to **Article 60**) hold such executive office until the conclusion of the first annual general meeting which follows such appointment.

### **Honorary President & Patron**

- 62 The directors may appoint any person (or more than one person) as an honorary president of the Company. For the avoidance of doubt, an honorary president shall not (subject to **Article 63**) be entitled to exercise any of the powers of a director.
- 63 An honorary president of the Company shall be entitled to attend and to be heard at meetings of the directors, but not to vote at such meetings.
- 64 The directors may determine the period for which a person is to hold office as honorary president and may, for good and sufficient reason, remove a person so appointed from that office at any time notwithstanding that the relevant period has not expired.
- 65 In addition to appointing an honorary president under **Article 62**, the directors may appoint any person (or more than one person) as patron of the Company and (for the avoidance of doubt) a patron shall not be entitled to exercise any of the powers of a director. The directors may determine the period for which a person is to hold office as patron and may (for good

and sufficient reason) remove a person so appointed from that office at any time (even if the relevant period has not expired).

### **Powers of directors**

- 66 Subject to the provisions of the Act and these Articles, and subject to any directions given by special resolution, the Company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the Company.
- 67 A meeting of the directors at which a quorum is present (as provided for in **Article 76**) may exercise all powers exercisable by the directors.

### **Personal interests**

- 68 A director who has a personal interest in any transaction or other arrangement which the Company is proposing to enter into must declare that interest at a meeting of the directors. He/she will be debarred (in terms of **Article 79**) from voting on the question of whether or not the Company should enter into that arrangement.
- 69 For the purposes of **Article 68**, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers, or any firm of which he/she is a partner, or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the **Act**), has a personal interest in that arrangement.
- 70 Provided
- (a) he/she has declared his/her interest

- (b) he/she has not voted on the question of whether or not the Company should enter into the relevant arrangement; and
- (c) the requirements of **Article 72** are complied with,

a director will not be debarred from entering into an arrangement with the Company in which he/she has a personal interest (or is deemed to have a personal interest under **Article 69**) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

- 71 Apart from the CEO, no director may serve as an employee (full time or part time) of the Company, and no director may be given any remuneration by the Company for carrying out his/her duties as a director.
- 72 Where a director provides services to the Company or might benefit from any remuneration paid to a connected party for such services, then
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
  - (b) the directors must be satisfied that it would be in the interests of the Company to enter into the arrangement (taking account of that maximum amount); and
  - (c) less than half of the directors must be receiving remuneration from the Company (or benefit from remuneration of that nature).
- 73 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying out of their duties.

## **Procedure at directors' meetings**

- 74 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 75 Questions arising at a meeting of the directors shall be decided by a majority of votes. If an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 76 No business shall be dealt with at a meeting of the directors unless a quorum is present. The quorum for meetings of the directors shall be 50% of the directors then holding office. In counting the number of directors present at any time, a director who has been appointed as an alternate pursuant to **article 88** shall be counted twice.
- 77 Unless he/she is unwilling to do so, the chair of the Company shall preside as chairperson at every directors' meeting at which he/she is present. If the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 78 The directors may (at their discretion) allow any person who they reasonably consider appropriate to attend and speak at any meeting of the directors. For the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
- 79 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Company. He/she must withdraw

from the meeting while an item of that nature is being dealt with.

- 80 For the purposes of **Article 79**, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers, or any firm of which he/she is a partner, or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
- 81 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 82 The Company may (by ordinary resolution) suspend or relax to any extent (either generally or in relation to any particular matter) the provisions of **Articles 79 to 81**.

### **Conduct of directors**

- 83 In exercising his/her functions as a director of the Company, each of the directors shall act in the interests of the Company. In particular, he/she must
- (a) seek (in good faith) to ensure that the Company acts in a manner which is in accordance with its objects;
  - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - (c) in circumstances giving rise to the possibility of a conflict of interest between the Company and any other party
    - (i) put the interests of the Company before that of the other party, in taking decisions as a director;

- (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question;
- (d) ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the **2005 Act**.

### **Delegation to sub-committees**

- 84 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine. They may also delegate to the chair and to the CEO of the Company (or the holder of any other post) such of their powers as they may consider appropriate.
- 85 Any delegation of powers under **Article 84** may be made subject to such conditions as the directors may impose, and may be revoked or altered.
- 86 The rules of procedure for any sub-committee shall be as prescribed by the directors.

### **Operation of bank accounts**

- 87 The authorised signatories required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Company shall be as resolved by the directors from time to time.

### **Alternate directors**

- 88 Any director (other than an alternate director) may appoint any other director to be an alternate director,

and may remove from office an alternate director so appointed by him.

- 89 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointer is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointer as a director in his absence. It shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom. For the avoidance of doubt, any vote cast by an alternate director shall be in addition to the vote which he or she is entitled to cast as a director in his or her own right.
- 90 An alternate director shall cease to be an alternate director if his appointer ceases to be a director, but, if a director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his re-appointment.
- 91 Any appointment or removal of an alternate director shall be by notice in writing to the company signed by the director making or revoking the appointment, or in any other manner approved by the directors.
- 92 Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

## **Secretary**

93 The directors shall (notwithstanding the provisions of the Act) appoint a company secretary, on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and that such conditions of appointment shall be as determined by the directors. The company secretary may be removed by them at any time.

## **Minutes**

94 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees. A minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

## **Accounting records and annual accounts**

95 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

96 The directors shall prepare annual accounts complying with all relevant statutory requirements. If an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

97 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records (or any document of the Company) except as conferred by statute, as authorised by the directors, or as authorised by ordinary resolution of the Company.

## **Notices**

- 98 Any notice which is required to be given to a member under these Articles shall be given either in writing or by Electronic Form and in the case of a notice to a person who is blind or partially-sighted, any notice shall be given in a format reasonably requested by the proposed recipient as being a format which will make the content of any notice accessible to the intended recipient. Such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the Company. In the case of a member who has notified the Company of an address to be used for the purpose of electronic communications) notice may be given to the member by Electronic Form.
- 99 Any notice sent by post shall be deemed to have been given at the expiry of 24 hours after posting. For the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 100 Any notice sent by Electronic Form shall be deemed to have been given at the expiry of 24 hours after it is sent. For the purpose of proving that any notice sent by Electronic Form was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

## **Winding-up**

- 101 If on the winding-up of the Company any Property remains after satisfaction of all the Company's debts and liabilities, such Property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the

members of the Company at or before the time of dissolution (or failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a Charitable Purpose or Charitable Purposes.

- 102 For the avoidance of doubt, a body to which Property is transferred under **Article 101** may be a member of the Company.
- 103 To the extent that effect cannot be given to **Article 102** (as read with **Article 101**), the relevant Property shall be applied to some Charitable Purpose.

### **Indemnity**

- 104 Every director or other officer or auditor of the Company shall be indemnified (to the extent permitted by **ss 232, 234, 235, 532 and 533** of the **Act**) out of the assets of the Company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office. That may include (without prejudice to that generality, but only to the extent permitted by those sections of the **Act**), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted, or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Company.
- 105 The Company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the Company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in **s232(2)** of the **Act**.