

WRITTEN RESOLUTION OF MEMBERS UNDER COMPANIES ACT 2006

Company Number 00116713

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

Of

CLARITY – EMPLOYMENT FOR BLIND PEOPLE (the company)

20th APRIL 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the company propose that the following resolution is passed as a special resolution (the **Resolution**)

SPECIAL RESOLUTION

THAT, with immediate effect

- 1 the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, and
- 2 the Articles of Association produced to the meeting (and initialled by the Chairman of the meeting for the purpose of identification) be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, Those entitled to vote on the Resolution on 20th APRIL 2011, hereby irrevocably agree to the resolution

FOR AND ON BEHALF OF : CLARITY – EMPLOYMENT FOR BLIND PEOPLE.

J Sharman

T Burton

R Wilson

J Mellor

G Williams

Date

[Handwritten signatures and initials over the list of names]
20/4/2011

TUESDAY



A24 *AQLZ7W5S* 251
26/07/2011
COMPANIES HOUSE

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-OF-

CLARITY – EMPLOYMENT FOR BLIND PEOPLE

Company number: 00116713

(Adopted by Special Resolution passed on the [2011])

20 APRIL

- 1 The name of the Company (hereinafter called the "Association") is The General Welfare of the Blind¹



COMPANIES HOUSE

¹ The name of the Company was changed by special resolution on 12/4/2005 from The General Welfare of the Blind to Clarity – Employment for Blind People
Articles of association (v 1-2 0008471919)

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

NEW

ARTICLES OF ASSOCIATION

-OF-

CLARITY – EMPLOYMENT FOR BLIND PEOPLE

Company number 00116713

(Adopted by Special Resolution passed on [2011])

20 APRIL

PLACE OF REGISTRATION

- 1 The registered office of the Company (hereinafter called the "Association") will be situated in England

OBJECTS

- 2 The object for which the Association is established is the promotion of the general welfare of primarily the blind and in addition other disabled persons by means of employment, instruction, provision of pensions, grants and other financial benefits and general care and assistance of such persons as the Association shall deem fit
- 3 In furtherance of the above object, but not otherwise, the Association shall have the following powers
 - (A) to produce, manufacture, import or otherwise acquire and sell (whether wholesale or retail), lease, let-on-rent, hire, develop and otherwise deal in any kind or type of product which the Association may deem capable of being conveniently dealt in wholly or partly by or suitable for the employment of blind and other disabled persons and to enter into any commercial and trading agreements, arrangements and facilities for the attainment of the said purposes,
 - (B) to employ blind and other disabled persons in such trades or businesses as the Association is authorised to engage in and to assist and encourage the employment of blind and other disabled persons by the Association of such other suitable employers by any means at the disposal of the Association,
 - (C) to establish, hold and maintain schools, homes, training centres, classes, lectures and any other form of gathering or meeting, when and where convenient for the purposes of furthering the instruction, education and welfare of blind and other disabled persons in attaining a proficiency in any craft, trade or work or for any other purposes as the Association shall deem fit and to provide at the Association's expense the tuition of any selected persons (whether sighted or blind, disabled or able-bodied) upon apprenticeship terms or otherwise for the purpose of giving such instruction, education and welfare as aforesaid to blind and other disabled persons and to establish, acquire and maintain such accommodation, equipment and other facilities as may be required for such tuition, instruction and education,
 - (D) to make all reasonable and necessary provision for employees by the Association, their widows and other dependants by means of contributory or non-contributory pension or superannuation funds and of sickness and unemployment benefit schemes,
 - (E) to do all lawful acts by which the Association can promote its objects and its products particularly by the collection and dissemination of information relating thereto by any media which the Association may consider expedient,
 - (F) to apply for, register, purchase or otherwise acquire and protect and renew and become a

licensee of in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, copyrights, formulae, licences, processes, privileges, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information which may seem capable of being used for any of the purposes of the Association or the acquisition of which may seem calculated directly or indirectly to benefit the Association and to use exercise, work, experiment and carry on research in respect of the property, rights or information so acquired and to expand money in experimenting upon, testing or improving any such patents, inventions or rights,

- (G) to manufacture and sell, or otherwise dispose of any of the articles which can be manufactured under any of the aforesaid patents, inventions or rights and to work, grant licences in respect of, promote, develop and otherwise turn to account the property, rights or information so acquired whether as owner, licensee or otherwise, and in particular by carrying on any business which may be conducive thereto,
- (H) to do all acts which may be necessary or desirable in connection with or to procure under the appropriate authority for the Association a legal recognition, domicile and status anywhere in the world that may seem desirable, and to appoint branches of the Association, representatives and local committees (with such powers and subject to such conditions or restrictions as the Council of the Association may, from time to time, deem advisable) to represent the Association,
- (I) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association,
- (J) to obtain and accept money and real and personal property from the public at large and in particular by way of fees, subscriptions, donations, bequests, devises, endowments and the like whether subject to any trust or otherwise and to expend, invest and accumulate any money and property so raised, subject where applicable to the provisions of any instrument or instruments regulating the investment and/or disposal of any such money or property as aforesaid with power to utilise and spend such money generally for the objects of the Association,
- (K) to undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects,
- (L) to invest the moneys of the Association not immediately required for its purposes 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,
- (M) to amalgamate, enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests, joint venture or reciprocal concession or co-operation with any company, firm or person having charitable objects and carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Association, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company and to guarantee the contracts or liabilities of, and to assist any such company, provided that such company is incorporated with objects similar to the Association which limit the application of its income and property to the degree set out in Clause 5 of this Memorandum,
- (N) to draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, cheques and other negotiable or transferable instruments and to execute all deeds and documents incidental or conducive to the attainment of the objects of the Association as may seem expedient,
- (O) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects,
- (P) to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit and with such consents required by law,
- (Q) to raise money for the purposes of the Association by any lawful means including the issue, or arrangement for the issue, of appeals for funds as from time to time the Council of the Association may, in their discretion, determine. The Council shall be at liberty to employ, contract or otherwise transfer the conduct of any appeals for funds to any body whether or not connected, directly or indirectly with the Association,

- (R) to become a member of, co-operate with, act as or appoint Trustees, agents or delegates for or otherwise assist and be assisted by any Associations, Societies, Institutions, or Agencies having as their objectives the welfare of the blind and other disabled persons or other Associations or Institutions, incorporated or not incorporated, with objects similar to those of the Association, not formed or carrying on business for gain or profit and not being Trade Unions,
- (S) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects,
- (T) to undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any objects of the Association,
- (U) to subscribe for, purchase, acquire and hold shares or securities in any company or subsidiary company carrying on any business capable of being carried on so as to directly or indirectly benefit the Association and to make loans to GWB Products Limited or to any other wholly owned subsidiary (provided that the loan is subject to appropriate security or that it is a condition of the loan that the loan is used in furtherance of the Association's objects provided that any private benefit will be incidental and not excessive) and to act as a holding company,
- (V) to do all such other lawful things as are incidental or conducive to the attainment of the objects of the Association or any of them,

Provided that

- (AA) the objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers,
- (BB) in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science, the Association shall not sell, mortgage, or lease the same without such authority, approval or consent as may be required by Law and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council or Governing Body would have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners or the Secretary of State for Education and Science over such Council or Governing Body, but they shall as regards any such property, be subject jointly and separately to such control or authority, as if the Association were not incorporated

- 4 The income and property of the Association, shall be applied solely towards the promotion of objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of profit, to the members of the Association

Provided that nothing herein shall prevent

- (A)
 - (i) Any Member of the Council (or any firm or company of which a Member of the Council is directly or indirectly interested (including, without limitation, as a member, director, employee or officer)) entering into a contract with the Association to supply goods or services in return for a payment or other material benefit but only if
 - (I) the goods or services are actually required by the Association, and
 - (II) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in sub clause (ii) below
 - (ii) Whenever a Member of the Council has a personal interest in a matter to be discussed at a meeting of the Council or a committee, the Member concerned must
 - (I) declare an interest at the start of or before discussion begins on the matter,
 - (II) withdraw from the meeting for that item unless expressly invited to remain in order to provide information,

- (III) not be counted in the quorum for that part of the meeting,
- (IV) withdraw during the vote and have no vote on the matter
- (B) the payment in good faith by the Association of reasonable and proper remuneration to any member officer or servant of the Association not being a Member of the Council in return for any services actually rendered to the Association,
- (C) the payment by the Association of interest at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank selected by the Council or 3% whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any member to the Association,
- (D) any payment to any company of which a Member of the Council of Management of Governing Body of the Association may be a member and in which such member shall hold not more than one-hundredth part of the capital of such company and such member shall not be bound to account for any share of profits he may receive in respect of any such payment,
- (E) the gratuitous distribution among or sale at a discount to Subscribing Members, whether Members of the Council or not, of any books, papers, or other publications, whether published by the Association or otherwise, relating to all or any of its objects as set out above, nor prevent any member, whether a Member of the Council or not, who has successfully competed therefore from receiving any award, prize, medal, or distinction (not being in the form of money) which the Association, in pursuit of its aims and powers as set out above, may have offered for competition,

Provided further that

- (F) no Member of the Council of Management or Governing Body of the Association shall be appointed to salaried office of the Association or any office of the Association paid by fees,
- (G) no remuneration or other benefit in money or money's worth shall be given by the Association to any Member of the Council or Governing Body except in respect of goods or services supplied as set out in (A) above or repayment of out-of-pocket expenses and interest at the rate set out in (C) above on money lent or reasonable rent for premises demised or let to the Association

LIMITED LIABILITY

- 5 The liability of the members is limited

GENERAL

- 6 Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member or within one year thereafter for payment of the debts and liabilities of the Association contracted before he ceased to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required, not exceeding one pound (£1 00)
- 7 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, such property shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent of at least as great as is imposed on the Association under or by virtue of Clause 5 hereof, such Institution or Institutions to be determined by a majority of two-thirds at least of the Members present at an Extraordinary General Meeting at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object
- 8 Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005
- 9 In these Articles if not inconsistent with the subject or context, the following words and

expressions shall have the following meanings

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

"the Articles" means the Articles of Association of the Association

"the Association" means The General Welfare of the Blind

"the Council" means the Council of Management for the time being of the Association

"the Office" means the Registered Office of the Association

"the Seal" means the Common Seal of the Association

"Month" means calendar month

"In writing" means written, printed or lithographed, or partly one and partly another and other modes of representing or reproducing words in a visible form

Words importing the singular number only shall include the plural number and vice versa

Words importing the masculine gender only shall include the feminine gender

Words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these Articles

EXCLUSION OF MODEL ARTICLES

- 10 The Model Articles shall not apply to the Company
- 11 The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A-F) (Amendment) Regulations shall apply except in so far as they are excluded or varied by these Articles

MEMBERS

- 12 The provisions of Section 352 and 353 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the Register of Members on becoming a member
- 13 The Association is established for the purposes expressed in the Memorandum of Association
- 14 Only such persons as the Council has admitted to membership previously to the adoption of these Articles, or shall admit to membership in accordance with the following provisions, shall be members of the Association
- 15 There shall be two classes of members, namely (a) Life Members and (b) Subscribing Members The Register of Members shall show the numbers constituting each class
- 16 The qualification of a Life Member shall be the payment at one time to the Association of One Hundred Pounds and the qualification of a Subscribing Member shall be the annual payment to the Association of Ten Pounds, but these qualifications shall respectively be liable to increase or reduction as may from time to time be determined by the Association in General Meeting
- 17 No person shall be admitted a member of the Association in either class unless and until he is first approved by the Council, and the Council shall have full and uncontrolled discretion as to the admission of any person to membership in either class and the Council shall not be required or

permitted to assign any reason for refusing any person admission to membership in either

- 18 When any person desires to be admitted to membership of the Association he shall sign and deliver to the Association an application for admission in the following terms

"TO THE COUNCIL OF MANAGEMENT OF THE GENERAL WELFARE OF THE BLIND"

I, _____, of _____, having read a copy of the Memorandum and Articles of Association of The General Welfare of the Blind desire to become a (insert "Life" or "Subscribing" as may be desired) member of the Association and request you to enter my name in the appropriate part of the Register of Members accordingly

Dated this _____ day of _____ 20____

And such application shall (subject to Article 6) be accompanied by the sum of One Hundred Pounds or Ten Pounds according to the class in respect of which the applicant desires to become a member. Such application shall constitute consent to become a member for the purpose of Article 2

- 19 The privileges of a Life Member shall not be transferable and shall cease at his resignation or death
- 20 The privileges of a Subscribing Member shall not be transferable and shall cease on his resignation or death, or on his failure in any year to pay his annual subscription on or before the 30th day of September in that year
- 21 No infant or person of unsound mind shall be registered as a member of the Association, nor shall two or more persons be registered as members of the Association in respect of one payment or annual subscription
- 22 Every member, whether a Life Member or Subscribing Member, shall be bound to further, to the best of his ability, the objects, interests, and influence of the Association, and shall observe all bye-laws of the Association made pursuant to the powers in that behalf contained in these Articles, but may resign his membership upon giving notice in writing to the Secretary of the Association of his desire to do so
- 23 Any member who shall fail to observe any of the regulations or bye-laws of the Association may be excluded from the Association by a resolution of a majority of the Members of the Council present and voting at a Special Council Meeting at which not less than three Members of the Council shall be present. Such member shall have seven clear days' notice sent to him of the Council Meeting, and he may attend the Meeting, but he shall not be present at the voting or take any part in the proceedings otherwise than as the Council allows. A member excluded from the Association by such Meeting may, within seven days next after notice of his exclusion shall have been served upon him appeal from the decision of the Council to an Extraordinary General Meeting of the Association to be convened by the Council for that purpose
- 24 A majority of the members present at such Extraordinary General Meeting shall have power by an ordinary resolution to annul the exclusion, or to annul it subject to the performance of any conditions which the Meeting may think fit to impose, or to confirm the Council's decision
- 25 A member who is excluded from the Association under the preceding Articles shall forfeit all claim to a return of the money paid by him to the Association for his admission as a member or by way of any subscription, as the case may be, and shall cease to be a member of the Association

CERTIFICATE OF MEMBERSHIP

- 26 Every member shall, on payment of Five Pounds, or such sum as the Council may prescribe, be entitled to a certificate under the Seal certifying his membership of the Association
- 27 If any such certificate becomes defaced, worn out, destroyed or lost, a new certificate may be issued on payment of Five Pounds, or such sum as the Council may prescribe, and on production of the defaced or worn out certificate or such evidence of destruction or loss as the Council may reasonably require

GENERAL MEETINGS

- 28 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting

at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every General Meeting shall be held not more than fifteen months after the holding of the last preceding Meeting

- 29 All General Meetings, other than Annual General Meetings, shall be called Extraordinary Meetings
- 30 The Council may whenever they think fit convene an Extraordinary Meeting, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act
- 31 Twenty-one days' notice at least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in the manner provided by these Articles to such persons as are under these Articles or under the Act entitled to receive such notices from the Association, but with the consent of all the members entitled to receive notices thereof or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit
- 32 The accidental omission to give notice to of a meeting to, or the non-receipt of a notice by, any person entitled to receive notice shall not invalidate any resolution passed, or proceedings had, at that Meeting

PROCEEDINGS AT GENERAL MEETINGS

- 33 All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the receipt and consideration of the Income and Expenditure Account and Balance Sheet, and the reports of the Council and of the Auditors, the election of Members of the Council in the place of those retiring by rotation, the election of the Patrons, Vice-Patrons, and Vice-Presidents of the Association, and the appointment and fixing of the remuneration of the Auditors
- 34 No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as otherwise provided in these Articles three members present whether personally or by proxy shall be a quorum
- 35 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In *Divy* other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum
- 36 The Chairman (if any) of the Council or in his absence the Deputy Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there is no such Chairman or Deputy Chairman or if at any meeting neither the Chairman nor the Deputy Chairman is present within fifteen minutes after the time appointed for holding such meeting and willing to preside, the members present shall choose some Member of the Council, or if no such Member is present, or if all the Members of the Council present decline to take the chair, they shall choose some member of the Association who is present to preside
- 37 The Chairman may, with the consent of any meeting at which not less than three members are present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting
- 38 At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the persons present in person and entitled to vote unless, before or upon the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded in writing

- (A) by the Chairman,
- (B) by at least three Members having the right to vote at the meeting, or
- (C) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting and a demand by a person as a proxy for a member shall be the same as a demand by that member

- 39 Unless a poll is duly demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution
- 40 Subject to the provisions of Article 31, if a poll is duly demanded, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 41 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment
- 42 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote
- 43 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded

VOTES OF MEMBERS

- 44 On a show of hands every member present in person shall have one vote On a poll every member present in person or by proxy shall have one vote
- 45 Save as otherwise expressly provided in these Articles, no person other than a member duly registered, and who has paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to be present or to vote on any question at any General Meeting
- 46 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive
- 47 An instrument appointed a proxy shall be in writing, executed by or on behalf of the appointer 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 Council may approve)

THE GENERAL WELFARE OF THE BLIND

I/We _____ of _____
 being a member/members of _____ the above-named Association, hereby
 appoint _____ of _____ or _____ failing
 him _____ of _____ as
 my/our proxy to vote in my/our name[s] and on my/our behalf at the Annual/Extraordinary
 General Meeting of the Association to be held _____ on _____ 20 and at any
 adjournment thereof

Signed on _____ day of _____ 20____

- 48 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the

instrument appointing a proxy how he 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 Council may approve)

THE GENERAL WELFARE OF THE BLIND

I/We _____ of _____ being a
 member/members _____ of the _____ above-named Association, hereby
 appoint _____ of _____ or _____ failing
 him _____ of _____ as
 my/our proxy to vote in my/our name[s] _____ and on my/our behalf at the Annual/Extraordinary
 General Meeting of the Association 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

* strike out whichever is not desired

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

Signed this _____ day of _____ 20 _____

- 49 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may
- (A) be deposited at the Office or such place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association 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 proposes to vote,
 - (B) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or
 - (C) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any Member of the Council, and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid
- 50 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the Office or at such other place at which the instrument of proxy was duly deposited 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

COUNCIL OF MANAGEMENT AND OFFICERS

- 51 The Council shall consist of
- (a) "Ex-officio" Members - the Honorary Treasurer for the time being of the Association and such other honorary officers as the Council may agree from time to time,
 - (b) Elected Members - members of the Association elected by the Association in General Meeting to a number not less than three nor more than twenty-one unless otherwise determined in accordance with Article 61,

- (c) Co-opted Members - such representatives (not exceeding three in number) of the local authorities (as defined for the purposes of Part III of the National Assistance Act 1948 (as amended)) in whose respective areas the Association may for the time being maintain homes, hostels, workshops, training centres, or other premises to which the said Part III relates as the Council in its absolute discretion may see fit to invite to serve as Members of the Council
- 52 The Council may appoint from its elected Members a Chairman and a Deputy Chairman
- 53 The Council shall from time to time appoint an Honorary Treasurer of the Association and other such honorary officers as the Council may agree from time to time, who need not be members of the Association and who shall hold office for such period as the Council shall think fit
- 54 The Council shall from time to time appoint a Secretary of the Association for such period and on such terms as to remuneration or otherwise as the Council shall think fit The Secretary need not be a member of the Association, but shall not by reason of his receiving remuneration for his services be disqualified from membership of the Association
- 55 The Council may from time to time appoint an Assistant or Deputy Secretary, who may if there is no Secretary or no Secretary capable of acting, act in place of the Secretary, and the provisions of Article 44 shall apply mutatis mutandis to an Assistant or Deputy Secretary Section 284 of the Act shall apply and be observed
- 56 The Association in General Meeting may from time to time elect any person to be a Patron, Vice-Patron, President or Vice-President of the Association or other such honorific titles, either for life or for such lesser period as the Association may determine
- 57 The Association may at the Annual General Meeting in each year elect such person as the Council may nominate to be Vice-President of the Association for the ensuing year
- 58 A person who is not a member of the Association shall not in any circumstances be eligible to hold office as an elected Member of the Council

POWERS OF THE COUNCIL

- 59 Subject to the provisions of the Act and any Statutes for the time being in force and affecting the Association, the Memorandum of Association and the Articles and to any directions given or regulations made by the Association in General Meeting, the business of the Association shall be managed by the Council who may exercise all powers of the Association and do on behalf of the Association all acts as may be exercised and done by the Association, and which are not by Statute or by these Articles required to be exercised or done by the Association in General Meeting No direction given or regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such direction had not been given or such regulation had not been made
- 60 The Members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the Elected Members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for the Members for the time being of the Council to act as the Council for the purposes of filling such vacancies or of summoning a General Meeting, but not for any other purpose
- 61 Subject to the provisions of the Memorandum of Association and of any directions given or scheme made by or any arrangement made with the Secretary of State or any Government Department or local authority (or the Charity Commissioners) pursuant to the National Assistance Act 1948 (as amended), the Council shall have power at its discretion from time to time -
- (A) to appoint and employ such persons (whether blind or other disabled persons or not) as it thinks fit to be managers, teachers, instructors, associates, officers, clerks, or servants for permanent, temporary, or special appointments or services, including the visiting of the homes of employees, pupils, and pensioners upon such terms as to remuneration and otherwise as it thinks fit and to remove or suspend such persons,
- (B) to grant pensions to any of such persons who by reason of age or other incapacity are unable to continue their work Such pensions when granted shall be reviewed annually by the Council who may at discretion vary or discontinue any pension,

- (C) to select blind and other disabled persons for admission to any home or hostel or training, recreational or other establishment managed by the Association, or for the receipt of any benefits, whether pecuniary or otherwise, provided by the Association,
- (D) to make, vary, amend or repeal rules, regulations or bye-laws consistent with the Memorandum of Association, Articles and the Act to govern proceedings at meetings of the Council, meetings of committees of the Council and general meetings and to govern the administration, management and the carrying out of the objects of the Association and use of its seal (if any)

BORROWING POWERS

- 62 The Council may exercise all the powers of the Association to borrow money without limit as to amount and upon such terms and in such manner as they fit, and to grant any mortgage, charge or standard security over its undertaking, property and assets, or any part thereof, and to issue debentures, and other securities whether outright or as security for any debt, liability or obligation of the Association or of any third party

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 63 The office of a Member of the Council shall be vacated if
- (A) he becomes bankrupt or has a receiving order made against him or makes any arrangement or composition with his creditors,
 - (B) he becomes of unsound mind or a patient for any purpose of any statute relating to mental health, and the other Members of the Council resolve that his office be vacated,
 - (C) being an Elected Member he ceases to be a Member of the Association, or being an Ex-officio Member he ceases to hold the office by virtue of which he is a Member, or being a Co-opted Member he ceases to represent any such local authority as is mentioned in Article 41,
 - (D) by notice in writing to the Association he resigns his office,
 - (E) he ceases to be a member of the Council by virtue of any provision of the Act or he becomes prohibited by law from being a Member of the Council,
 - (F) he is concerned or participates in the profits of any contract made with the Association other than in the manner and to the extent authorised by these Articles and the Memorandum of Association or fails to make such disclosure as is required by Section 317 of the Act,
 - (G) he absents himself from the Meetings of the Council during a continuous period of six months without special leave of absence from the Council and the other Members of the Council resolved that his office be vacated,
 - (H) he is requested by notice in writing by all other Members of the Council to resign his office, or
 - (I) he is removed from office by Resolution duly passed pursuant to Section 303 of the Act or pursuant to Article 63, provided that no person shall if otherwise eligible be disqualified from holding office or be liable to vacate his office by reason of his attaining or having attained the age of seventy years or any other age

ROTATION OF ELECTED MEMBERS OF THE COUNCIL

- 64 At every Annual General Meeting of the Association, one third of the Elected Members of the Council for the time being, or if their number is not a multiple of three then the number nearest to but not exceeding one third, shall retire from office
- 65 A retiring Member of the Council shall retain his office until the dissolution or adjournment of the Meeting at which his successor is elected or until it is determined not to fill his place
- 66 Subject to the provisions of the Act, the Members of the Council to retire shall be those who have been longest in office since their last election or appointment but as between Members of

equal seniority, the Members to retire shall in the absence of agreement be determined by lot. The length of time a Member has been in office shall be computed from his last election or appointment. A retiring Member of the Council shall be eligible for re-election.

- 67 The Association shall, at the Meeting at which any Member of the Council retires, fill the vacated office of such Member by electing a person thereto, unless at such Meeting it is expressly resolved not to fill such vacancy.
- 68 A person, not being a Member of the Council retiring at the Meeting, shall not, unless recommended by the Council, be eligible for election to the office of Member of the Council at any General Meeting, unless within the prescribed time before the day appointed for the Meeting there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the Meeting for which such notice is given of his intention to propose such person for election, and also a notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the Meeting there shall not be less than fourteen nor more than thirty-five intervening days.
- 69 Within the prescribed time before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the Meeting of any person (other than a Member of the Council retiring by rotation at the Meeting) who is recommended by the Members of the Council for election or re-election as a Member of the Council at the Meeting or in respect of whom notice has been duly given to the Association of the intention to propose him at the Meeting for election or re-election as a Member of the Council. The prescribed time shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the Meeting, there shall not be less than 7 or more than 28 intervening days.
- 70 If at any Meeting at which an election of Members of the Council ought to take place, the places of the retiring Members or some of them, are not filled, the retiring Members, or such of them as have not had their places filled and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such Meeting not to fill such vacancies or unless a resolution for the re-appointment of the retiring Member or Members of the Council is put to the Meeting and lost.
- 71 The Association may from time to time in General Meeting increase or reduce the number of Elected Members of the Council and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 72 The Members of the Council may appoint a person who is willing to act to be a Member of the Council, either to fill a vacancy or as an additional Member of the Council, either to fill a vacancy or as an additional Member of the Council, provided that the appointment does not cause the number of Members of the Council to exceed any number fixed by or in accordance with the Articles as the maximum number of Members of the Council. A Member of the Council so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Members of the Council who are to retire by rotation at the meeting. If not re-appointed at such Annual General Meeting, he shall vacate his office at the conclusion thereof.
- 73 Notwithstanding anything in these Articles, the Association may by Ordinary Resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any Member of the Council before the expiration of his period of office, and may, by an Ordinary Resolution appoint another qualified Member in his stead, and so that any person so appointed shall be subject to retirement at the same time as if he has become a Member of the Council on the day on which the Member he replaced was last appointed a Member of the Council.

EXPENSES OF MEMBERS OF THE COUNCIL

- 74 The Members of the Council may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Members of the Council or Committees of Members of the Council or General Meetings or otherwise in connection with the discharge of their duties.

INTERESTS OF MEMBERS OF THE COUNCIL

- 75 Subject to the provisions of the Act and the Memorandum of Association and provided that he has disclosed to the Council the nature and extent of any material interest of his a Member of the Council notwithstanding his office
- (A) may be a party to, or otherwise be interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested,
 - (B) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested, and
 - (C) shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
- 76 For the purposes of Article 65
- (A) a general notice given to the Council that a Member of the Council is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Member of the Council has an interest in any such transaction of the nature and extent so specified, and
 - (B) any interest of which a Member of the Council has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

PROCEEDINGS OF THE COUNCIL

- 77 The Council may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business, provided that the Council shall meet at least four times per annum Unless otherwise determined three shall be a quorum Questions arising at any meeting shall be decided by a majority of votes, but a resolution passed at a meeting of the Council at which Members of the Council who are also members of the Association do not form a majority of those present shall be void In case of an equality of votes the Chairman shall have a second or casting vote
- 78 A meeting of the Council may be held either in person or by suitable electronic means agreed by the Members of the Council in which all participants may communicate with all the other participants
- 79 Without prejudice to the provisions of Clause 5 of the Memorandum of Association of the Association a Member of the Council who is a member of any Company which is about to enter or has entered into any contract with, or is about to do or has done any work for the Association, shall not vote at any Meeting of the Council or of any Committee of the Council on any question concerning such contract or work
- 80 A member of the Council shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote in accordance with the Article 69
- 81 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a Member of the Council from voting at a meeting of the Council or of a Committee of the Council
- 82 If a question arises at a meeting of the Council or of a Committee of the Council as to the right of a Member of the Council to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Member of the Council other than himself shall be final and conclusive
- 83 The Chairman or any three Members of the Council may, and on the request of the Chairman or any three Members of the Council the Secretary shall, at any time, summon a Meeting of the Council by not less than three days' notice served upon the Members of the Council A Member of the Council who is absent from the United Kingdom shall not be entitled to notice of a Meeting

- 84 The Council shall from time to time elect a Chairman, who shall be entitled to preside at all Meetings of the Council at which he is present, and the Council may from time to time elect a Deputy Chairman, who shall be entitled to preside at all Meetings of the Council at which the Chairman is not present and willing to preside, and the Council may determine for what period or periods respectively each is to hold office, but if no Chairman or Deputy Chairman is elected or if at any meeting neither the Chairman nor Deputy Chairman is present within five minutes after the time appointed for holding the meeting and willing to preside, the Members of the Council present shall choose one of their number to be Chairman of the meeting
- 85 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers, and discretions by or under the regulations of the Association for the time being vested in the Council generally
- 86 The Council may delegate any of its powers to Committees consisting of such Member of Members of the Council as it thinks fit and any Committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council The Meetings and proceedings of any Committee shall be governed by the provisions of these Articles for regulating the Meetings and proceedings of the Council so far as applicable and so far as they shall not be superseded by any regulations made by the Council as aforesaid
- 87 All acts bona fide done by any Meeting of the Council or any Committee of the Council, or by any person acting as a Member of the Council, shall, notwithstanding it is afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person so acting, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council
- 88 The Council shall cause proper Minutes to be made of all appointments of officers made by the Council and by the Association in General Meeting and of the proceedings of all Meetings of the Association and of the Council and of Committees of the Council, and all business transacted at such Meetings, and any such Minutes of any Meeting, if purporting to be signed by the Chairman of such Meeting, or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated
- 89 A memorandum in writing signed by all the Members for the time being of the Council or of any Committee of the Council shall be as valid and effectual as a resolution passed at a Meeting of the Council or of such Committee, duly convened and constituted Any such resolution may consist of several documents in like form each signed by one or more of such Members
- 90 The Council shall comply with the provisions as to registration contained in the National Assistance Act 1948 (as amended), if relevant

BANKING ACCOUNT AND INVESTMENTS

- 91 All monies received by the Association shall be paid into the Association's banking account kept at such bank or banks as the Council shall determine, and all cheques and drafts on the banking account shall be signed in accordance with directions from time to time laid down by the Council
- 92 In addition to all powers expressly conferred upon them and without detracting from the generality of their powers under the Articles, the Council shall have the power to expend the funds of the Association in such manner as it shall consider most beneficial for the achievement of the objects of the Association and to invest in the name of the Association (or in the names of such Members of the Council or other persons as trustees, as the Council may determine), unless forbidden by the terms of any instrument regarding the investment of any moneys subject thereto, such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Association and any such investment made may be varied for any other investment hereby authorised
- 93 Every purchase, sale, or appropriation to a particular purpose of any investments shall require a resolution of the Council or of a Committee of the Council duly authorised in that behalf

THE SEAL

- 94 The Seal shall not be affixed to any instrument except by the authority of a resolution of the Council or of a Committee duly authorised, and in the presence of at least two Members of the Council and of the Secretary, and the said Members and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed

ACCOUNTS

- 95 The Council shall cause proper books of account to be kept with respect to>
- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place,
 - (B) all sales and purchases of goods by the Association, and
 - (C) the assets and liabilities of the Association
- Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transaction
- 96 The books of account shall be kept at the Office and shall be open to the inspection of the Members of the Council
- 97 The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of Members at all reasonable times during business hours
- 98 At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such Meeting, together with a proper Balance Sheet made up as at the same date Every such Balance Sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, Balance Sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto, or to accompany the same, shall not less than twenty-one clear days before the date of the Meeting be sent to all person entitled to receive notice of General Meetings In the manner in which notices are directed to be served by these Articles The Auditors' report shall be read before the Meeting as required by the Act

AUDIT

- 99 Once at least in every year the accounts of the Association shall be examined and the correctness of the Income and Expenditure account and Balance Sheet ascertained by one or more properly qualified Auditor or Auditors being a member or members of the Institute of Chartered Accountants in England and Wales or in Scotland
- 100 The Auditors shall be appointed and their duties regulated in accordance with Section 384 to 394A of the Act, the Members of the Council being treated as the directors mentioned in those Sections

NOTICES

- 101 A notice may be served by the Association upon any Member, either personally or by sending it through the post in a pre-paid envelope, addressed to such Member at his registered address as appearing in the Register of Members
- 102 Any Member described in the Register of Members by an address not within the United Kingdom, who shall give the Association an address within the United Kingdom as which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the

Association

- 103 Any notice, if served by post, shall be deemed to have been served on the day following that on which the envelope containing the same is put into the post, and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed, prepaid and posted

DISSOLUTION

- 104 The provisions of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles

INDEMNITY

105

- (a) Every Member of the Council, and the Treasurer, the Secretary, the Assistant or Deputy Secretary (if any) and every other officer, servant, or Auditor of the Association shall be indemnified out of the funds of the Association against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Member of the Council, Treasurer, Secretary, Assistant or Deputy Secretary or other officer or servant shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act
- (b) The Council shall have power to purchase and maintain for any Member of the Council, Treasurer, Secretary, Assistant or Deputy Secretary (if any) and every officer, servant or Auditor of the Association insurance against any such liability as is referred to in Section 310(3) of the Act

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