

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not Having a Share Capital

**Memorandum
and
Articles of Association
of
The Services Sound and Vision Corporation**

**Bates Wells & Braithwaite
2-6 Cannon Street
London EC4M 6YH
(Telephone: 020 7551 7777)
www.bateswells.co.uk**

JB/CR/011185/0007



The Companies Acts 1985 to 2006

Company Limited by Guarantee and not Having a Share Capital

Memorandum of Association
of
The Services Sound and Vision Corporation

Name

1. The name of the Corporation is The Services Sound and Vision Corporation. In this Memorandum and the Corporation's Articles of Association it is called the "Corporation"

Registered office

- 2 The registered office of the Corporation is situated in England and Wales.

Objects

3. The objects for which the Corporation is established are to promote the efficiency of members of Her Majesty's Armed Forces (which expression shall, for the purposes of this Memorandum be deemed to include members of any nursing or other auxiliary service of Her Majesty's said forces and members of any cadet force, training corps or other body having as an object thereof the training of persons for membership of Her Majesty's said forces or any nursing or auxiliary service thereof) through the provision of facilities for education, welfare, training and entertainment.

Powers

- 4 To further its objects the Corporation may
 - 4 1 produce and exhibit or arrange for the production and exhibition in any media in all parts of the world of cinematograph films;
 - 4 2 arrange for the exhibition of and to exhibit in all parts of the world cinematograph films for the entertaining of members of Her Majesty's Armed Forces and relatives and friends of such members,
 - 4 3 arrange for and to reproduce and exhibit and to provide facilities for the reproduction and exhibition to members of Her Majesty's Armed Forces and all or any of the persons aforesaid of television and radio performances and transmissions of all kinds, whether for training educational or entertainment purposes,

- 4 4 arrange and provide facilities for internet and telephone access to members of Her Majesty's Armed Forces and all or any of the persons aforesaid,
- 4.5 provide and operate radio and television broadcasting services for the entertainment or education of members of Her Majesty's Armed Forces and all or any of the persons aforesaid,
- 4 6 arrange and provide facilities for the provision to members of Her Majesty's Armed Forces and all or any of the persons aforesaid of live performances of all kinds whether for training educational or entertainment purposes,
- 4.7 utilise the facilities and services of the Corporation (so far as may be convenient and without prejudice to the attainment of the foregoing objects of the Corporation) for the production or exhibition of training or educational cinematograph films or television recordings for any Government Department,
- 4 8 equip, acquire, erect, manage and maintain cinemas or other facilities, buildings or sites for all or any of the purposes aforesaid,
- 4 9 equip, acquire erect, manage and maintain transmitters, studios, outside broadcast units and other facilities for the transmission or relaying of radio and television performances, to own, manage and operate all or any of such facilities and to produce, transmit and distribute radio and television plays and films, concerts, news and programmes of all other kinds and descriptions,
- 4.10 purchase, hire or otherwise acquire and to sell or hire out any photographic, cinema, television, electrical, theatrical and other apparatus,
- 4 11 provide and assist in the provision of money, materials or other help;
- 4 12 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media;
- 4.13 make, broadcast and distribute film and radio broadcasts in any media,
- 4 14 enter into contracts to provide services to or on behalf of other bodies,
- 4 15 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 4 16 subject to any consent required by law, dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit,
- 4 17 subject to any consent required by law, borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds,
- 4.18 set aside funds for special purposes or as reserves against future expenditure,

- 4 19 invest the Corporation's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.20 delegate the management of investments to a financial expert provided that:
 - 4 20 1 the investment policy is set down in writing for the financial expert by the Trustees,
 - 4 20 2 every transaction is reported to the Trustees,
 - 4 20 3 the performance of the investments is reviewed regularly by the Trustees;
- 4.20.4 the Trustees are entitled to cancel the delegation arrangement at any time;
- 4.20.5 the investment policy and the delegation arrangements are reviewed at least once a year,
- 4.20 6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- 4 20.7 the financial expert may not do anything outside the powers of the Trustees;
- 4 21 arrange for investments or other property of the Corporation to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and pay any reasonable fee required,
- 4.22 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or Corporation,
- 4.23 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments,
- 4 24 subject to the restriction in clause 4 26 raise funds by way of subscription, donation or otherwise;
- 4 25 accept (or disclaim) gifts of money and any other property,
- 4 26 trade in the course of carrying out the objects of the Corporation and carry on any other trade which is not expected to give rise to taxable profits,
- 4 27 incorporate subsidiary companies to carry on any trade,
- 4 28 subject to clause 5

- 4.28.1 engage and pay employees, consultants and professional or other advisers, and
- 4.28.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 4 28 3 make contributions to any scheme or fund for providing sickness or compassionate allowances, life assurance or other benefits for employees (not being Members of the Corporation) or ex-employees of the Corporation;
- 4.29 pay, or make grants, revocable or irrevocable, and either subject or not subject to any terms or conditions of pensions or other benefits to employees or ex-employees (including a Managing Director) and their dependants, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees (including a Managing Director) or their dependants are or may become entitled under any such scheme or fund as mentioned in the last preceding paragraph. Any such pension or benefit may be granted to an employee either before and in anticipation of or upon or at any time after his actual retirement
- 4.30 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes,
- 4 31 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Corporation's objects),
- 4.32 undertake and execute charitable trusts,
- 4 33 amalgamate with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects wholly or in part similar to those of the Corporation;
- 4.34 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them,
- 4.35 insure the property of the Corporation against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Corporation,
- 4.36 provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Corporation, including without limitation any liability to make a contribution to the Corporation's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that any such

insurance shall not extend to the provision of any indemnity for a person in respect of

4 36.1 any act or omission which he or she knew to be a breach of trust or breach of duty or which was committed by him or her in reckless disregard to whether it was a breach of trust or breach of duty or not,

4.36 2 any liability incurred by him or her in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct by him or her; or

4 36.3 in relation to any liability to make a contribution to the Corporation's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Corporation (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Corporation would avoid going into insolvent liquidation;

and

4 37 do all such other lawful things as shall further the Corporation's objects

Limitation on private benefits

5.1 The income and property of the Corporation shall be applied solely towards the promotion of its objects

5 2 Except as provided below no part of the income and property of the Corporation may be paid or transferred directly or indirectly by way of benefit to the members of the Corporation and (save as provided below) no Trustee may receive any remuneration or other benefit in money or money's worth from the Corporation This shall not prevent any payment in good faith by the Corporation of:

5 2.1 any payments made to any member, Trustee or Connected Person in their capacity as a beneficiary of the Corporation,

5.2 2 any payments made to any Trustee, officer or auditor under the indemnity provisions set out at Article 75,

5.2 3 reasonable and proper remuneration to the Managing Director of the Corporation notwithstanding that he may be a Trustee on condition that there shall not at any one time be more than one Managing Director and that any such Managing Director shall follow the procedure set out in Article 65 in any circumstances where there is a potential conflict,

5.2 4 such pension as the Trustees shall determine to a Trustee who is in receipt of the pension as a former Managing Director of the corporation on condition that there shall not at any one time be more than one such Trustee and at any meeting at which pension

arrangements are under discussion the procedure in Article 65 shall be followed,

- 5 2 5 interest on money lent by any member, Trustee or Connected Person at a reasonable and proper rate,
 - 5 2 6 any reasonable and proper rent for premises let by any member, Trustee or Connected Person;
 - 5 2.7 fees, remuneration or other benefits in money or money's worth to a Corporation of which a member, Trustee or Connected Person holds less than 1% of the capital;
 - 5 2.8 reasonable and proper out-of-pocket expenses of Trustees,
 - 5 2 9 reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 4.36 of this Memorandum,
- 5.3 The restrictions on benefits and remuneration conferred on members of the Corporation and on the Trustees by clause 5.2 of this Memorandum and the exceptions to such restrictions in clauses 5 2.1 to 5.2 9 inclusive of this Memorandum shall apply equally to benefits and remuneration conferred on members of the Corporation and on the Trustees by any Subsidiary Company

Limited liability

- 6. The liability of the members is limited
- 7. Every member of the Corporation undertakes to contribute a sum not exceeding £1 to the assets of the Corporation if it is wound up during his or her membership or within one year afterwards
 - 7 1.1 for payment of the debts and liabilities of the Corporation contracted before he or she ceased to be a member,
 - 7 1 2 for the costs, charges and expenses of winding up,
 - 7.1.3 for the adjustment of the rights of the contributories among themselves

Winding up

- 8 If any property remains after the Corporation has been wound up or dissolved and the debts and liabilities have been satisfied it may not be paid to or distributed among the members of the Corporation, but must be given to some other charitable institution or institutions with similar objects The institution or institutions to benefit shall be chosen by the Trustees at or before the time of winding up or dissolution

Definitions

- 9 Words and phrases used in this Memorandum of Association have the same meanings as are ascribed to them in the Articles of Association of the Corporation unless the context otherwise requires.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association

Signatures, Names and Addresses of Subscribers

1. D G.WATSON
Lieutenant General
Quartermaster General to the Forces,
War Office
2. J.R. McGREGOR
Director of Finance(c), War Office
3. C F KEIGHTLEY
Major General
Director of Military Training, War
Office
4. R.K. ROSS
Major General
Comdr. Aldershot and Hants
District, Aldershot
5. J M L. GROVER
Major General
Director of Army Welfare Services,
War Office
6. REGINALD C. BROMHEAD
9 Cavendish Avenue
St. John's Wood, NW8
Chartered Accountant
7. N M CARSTAIRS
Brigadier
Director of Army Kinematography,
War Office

DATED the 25th day of March 1946

WITNESS to the above signatures:-

LESLIE E PEPPIATT

1 Bank Buildings, Princes Street, London EC2

Solicitor

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not Having a Share Capital

Articles of Association
of
The Services Sound and Vision Corporation

Interpretation

1. In these Articles and the Memorandum the following terms shall have the following meanings:

Term	Meaning
1.1 “address”	includes a number or address used for the purposes of sending or receiving documents by electronic means
1.2 “Articles”	these Articles of Association of the Corporation”
1.3 “clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
1.4 “Corporation”	The Services Sound and Vision Corporation
1.5 “circulation date”	in relation to a written resolution, has the meaning given to it in the Companies Acts
1.6 “Companies Acts”	has the meaning given to it in section 2 of the Companies Act 2006
1 7 “Connected Person”	(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director, or (b) any other person in a relationship with a Director which may reasonably be regarded as equivalent to such a relationship, or (c) any company or firm of which a Director is a paid director, partner or employee, or shareholder holding more than 1% of the capital
1 8 “electronic form” and “electronic means”	have the meanings respectively ascribed to them in the Companies Act 2006

- | | | |
|------|---|---|
| 1.9 | “financial expert” | an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000 |
| 1.10 | “hard copy” and “hard copy form” | have the meanings respectively ascribed to them in the Companies Act 2006 |
| 1.11 | “Memorandum” | the Memorandum of Association of the Corporation |
| 1.12 | “Secretary” | the secretary of the Corporation (if any) |
| 1.13 | “Subsidiary Company” | any company in which the Corporation holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company |
| 1.14 | “Trustee” and “Trustees” | the director and directors as defined in the Companies Acts |
- 2 In these Articles and the Memorandum
- 2.1 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles became binding on the Corporation;
- 2.2 Subject to Article 2.1 any reference in these Articles or the Memorandum to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it

Members

- 3 The Trustees from time to time shall be the only members of the Corporation. A Trustee shall become a member on becoming a Trustee. A member shall cease to be a member if he or she ceases to be a Trustee. Membership shall not be transferable and shall cease on death.

Associate Members

- 4 The Trustees may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Trustees shall make provided that no such associate members shall be members of the Corporation for the purposes of the Articles or the Companies Acts.

Patron, Vice-Patrons, Honorary Advisers and Vice-Presidents

5. The Board may request the patronage of the Corporation by a member of the Royal Family and may appoint up to three Vice-Patrons of the Corporation. They may also appoint as Honorary Advisers to the Corporation such

representatives of the relevant industries willing to act in that capacity as they may think fit. It shall not be necessary for the Patron or Vice-Patrons of the Corporation or the Honorary Advisers to be Members of the Corporation.

6. The Board may at any time confer the title of Vice-President of the Corporation upon any Member of the former Council or upon any Member of former member of the Board of Management who has, in the opinion of the Board, rendered exceptional service to the Corporation, and may determine the period (which may be for life) for which such Vice-President of the Corporation may bear that title. Any such Vice-President of the Corporation shall not, by reason only of such title having being conferred upon him, have any powers or duties.

Trustees

Number of Trustees

7. There shall be not less than three nor more than thirteen trustees who shall include individuals who have held commissioned rank in the Armed Forces and civilians of business experience and may include the Managing Director.

Appointment, retirement, removal and disqualification of Trustees

8. The subscribers to the Memorandum shall be the first Trustees.
9. Subject to Article 8, Trustees shall be appointed by resolution of the Trustees.
10. Excluding the Managing Director (where he or she is a Trustee) and the Chair from time to time, each Trustee shall retire from office at the third annual retirement meeting following the commencement of his or her term of office. Retiring Trustees may be reappointed.
11. The annual retirement meeting shall be the annual general meeting. If an annual general meeting is not required to be held, the annual retirement meeting shall be the meeting of the Trustees at which the accounts for the Corporation for the previous financial year are adopted.
12. If a Trustee is required by the Articles to retire at an annual retirement meeting the retirement shall take effect upon the conclusion of the meeting.
13. If the retirement of a Trustee under Article 10 causes the number of Trustees to fall below that set out in Article 7 then the retiring Trustee shall remain in office until a new appointment is made.
14. No person may be appointed as a Trustee
- 14.1 unless he or she has attained the age of 18 years, or
- 14.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of the Articles.
15. The office of a Trustee shall be vacated if

- 15.1 he or she ceases to be a Trustee by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Trustee,
- 15.2 he or she is disqualified under the Charities Act 1993 from acting as a Trustee,
- 15.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally,
- 15.4 the Trustees reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office,
- 15.5 he or she resigns by notice to the Corporation (but only if at least three Trustees will remain in office when the notice of resignation is to take effect),
- 15.6 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason,
- 15.7 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees, or
- 15.8 he or she ceases to be a member of the Corporation

Powers of Trustees

- 16. Subject to the Companies Acts, the Memorandum and the Articles, the business of the Corporation shall be managed by the Trustees who may exercise all the powers of the Corporation. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
- 17. The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but while there are fewer Trustees than required for a quorum the Trustees may only act for the purpose of increasing the number of Trustees
- 18. All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee
- 19. Subject to the Articles the Trustees may regulate their proceedings as they think fit

Chair

- 20 The Trustees shall appoint one of their number to be the chair of the Trustees and may at any time remove him or her from that office.

Delegation of Trustees' powers

- 21 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Corporation for such purposes and on such conditions as they determine.
22. The Trustees may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Corporation to any person or committee in accordance with the conditions set out in these Articles.

Delegation to committees

23. In the case of delegation to committees:
- 23 1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number),
- 23.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify,
- 23.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported promptly to the Trustees and for that purpose every committee shall appoint a secretary,
- 23.4 all delegations under this Article shall be variable or revocable at any time,
- 23 5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit, and
- 23 6 no committee shall knowingly incur expenditure or liability on behalf of the Corporation except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
- 24 For the avoidance of doubt, the Trustees may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee
- 25 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as applicable and not superseded by any regulations made by the Trustees

Delegation of day to day management powers

- 26. In the case of delegation of the day to day management of the Corporation to a chief executive or other manager or managers
 - 26.1 the delegated power shall be to manage the Corporation by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
 - 26.2 the Trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and
 - 26.3 the manager shall report regularly to the Trustees on the activities undertaken in managing the Corporation and provide them regularly with management accounts sufficient to explain the financial position of the Corporation.

Trustees' meetings

- 27 Two Trustees may (and the Secretary, if any, shall at the request of two Trustees) call a Trustees' meeting at any time.

Members' general meetings

- 28. Any two Trustees may (and the Secretary, if any, shall at the request of two Trustees) call a members' general meeting at any time.

Length of notice

- 29. Subject to Article 30, a members' general meeting shall be called by at least 14 clear days' notice unless the Companies Acts require a longer notice period
- 30 A members' general meeting may be called by shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 90% of the total voting rights at that meeting of all the members.
- 31. A Trustees' meeting shall be called by at least seven clear days' notice unless either:-
 - 31.1 all the Trustees agree; or
 - 31.2 urgent circumstances require shorter notice.

Contents of notice

- 32 Every notice calling a meeting shall specify the place, day and time of the meeting, whether it is a Trustees' or members' annual general or general meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed at a members' general meeting, the notice shall

include the proposed resolution and specify that it is proposed as a special resolution

- 33 In every notice calling a members' general meeting of the Corporation there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a members' general meeting.

Service of notice

- 34 Notice of meetings shall be given to each Trustee and in the case of members' general meetings notice shall also be given to any patron(s) and to the auditors of the Corporation

Manner of serving notice

35. Notice of meetings shall be given in accordance with Articles 70 to 74

Quorum

- 36 No business shall be transacted at any meeting unless a quorum is present At Trustees' meetings three people present in person and entitled to vote shall be a quorum At members' meetings three people present in person or by proxy an entitled to vote shall be a quorum If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

Chair

37. The chair, if any, of the Trustees or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each meeting. (For the avoidance of doubt a proxy holder who is not a Trustee shall not be entitled to be appointed chair.)

Adjournment

38. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place
- 39 When a members' general meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted Otherwise it shall not be necessary to give any such notice

Voting at Trustees' meetings

- 40 At a Trustees' meeting every person present in person and entitled to vote shall have one vote.
41. A resolution put to the vote of a Trustees' meeting shall be decided on a show of hands
- 42 Questions arising at a Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have

Voting at members' general meetings

- 43 A resolution put to the vote of a members' general meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the Companies Acts, a poll may be demanded:
- 43.1 by the chair; or
- 43 2 by any person who, by virtue of being appointed proxy for one or more members entitled to attend and vote at the meeting, holds two or more votes; or
- 43.3 by at least two members present in person or by proxy and having the right to vote at the meeting; or
- 43 4 by a member or members present in person or by proxy representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting.
44. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting 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.
- 45 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
46. A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 47 A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than 30 days after the poll is demanded. 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 If a poll is demanded

before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

48. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
49. 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 chair whose decision shall be final and binding.
50. On a show of hands and on a poll every member present in person or by proxy shall have one vote. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.
51. The appointment of a proxy shall be in such form as is usual or which the Trustees may approve.
52. Unless the appointment of a proxy indicates otherwise, it must be treated as:
 - 52.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 52.2 appointing that person as a proxy in relation to any adjournment of the members' general meeting to which it relates as well as the meeting itself.
53. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Trustees may:
 - 53.1 in the case of an instrument in writing be deposited at the registered office of the Corporation or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Corporation in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
 - 53.2 in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means:
 - 53.2.1 in the notice convening the meeting, or
 - 53.2.2 in any instrument of proxy sent out by the Corporation in relation to the meeting, or
 - 53.2.3 in any invitation to appoint a proxy issued by the Corporation in relation to the meeting which is sent by electronic means,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,

- 53.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll, or
- 53.4 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 chair or to the Secretary (if any) or to any Trustee;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid

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

Decisions without a meeting

Written members' resolutions

- 55 Subject to Article 56, a written resolution of the members of the Corporation passed in accordance with these Articles 55 to 60 shall have effect as if passed by the Corporation in a members' general meeting.
 - 55.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members
 - 55.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as special resolution
 - 55.3 In relation to a resolution proposed as a written resolution of the Corporation the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution
- 56 A members' resolution under the Companies Acts removing a Trustee or an auditor before the expiration of his or her term of office may not be passed as a written resolution
- 57 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Corporation's auditors in accordance with the Companies Acts

58. A member signifies their agreement to a proposed written resolution when the Corporation receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution
- 58.1 If the document is sent to the Corporation in hard copy form, it is authenticated if it bears the member's signature
- 58.2 If the document is sent to the Corporation by electronic means, it is authenticated if it bears the member's signature or if it is from an email address specified by the member to the Corporation for the purposes of receiving documents or information by electronic means.
59. A written resolution is passed when the required majority of eligible members have signified their agreement to it
60. A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date

Trustees' decision-making

61. The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.
62. The Trustees may take a majority decision without holding a Trustees' meeting if:
- 62.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;
- 62.2 that Trustee has made the other Trustees aware of the matter and the need for a decision,
- 62.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- a majority of the Trustees indicate their agreement by any means to a particular decision on that matter.

Irregularities

63. The proceedings at any meeting or the passing of any resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Companies Acts

- 64 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 chair whose decision shall be final and binding.

Conflicts of interest

- 65 Whenever a person has a personal interest in a matter to be discussed at a meeting, and whenever a person has an interest in another organisation whose interests are reasonably likely to conflict with those of the Corporation in relation to a matter to be discussed at a meeting, he or she must

- 65.1 declare an interest before discussion begins on the matter,
- 65.2 withdraw from that part of the meeting unless expressly invited to remain;
- 65.3 in the case of personal interests not be counted in the quorum for that part of the meeting, and
- 65.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

Virtual meetings

66. A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

- 66.1 For the avoidance of doubt, in the case of a meeting of the Trustees held where communications can take place through electronic means the meeting shall be quorate upon the Trustees being connected to a prescribed electronic site or by prescribed electronic means notwithstanding that any other Trustee who intended to be so connected by the prescribed electronic means has not been so connected

- 66.2 The Trustees may from time to time prescribe rules determining when a Trustee is deemed to be connected to, and disconnected from, a prescribed electronic site or by electronic means at which a meeting of the Trustees is being held

- 66.3 In the case of a meeting of the Trustees held where communication takes place simultaneously through electronic means:-

66.3.1 The Trustees shall appoint someone (whether or not a Trustee) whose responsibility it shall be to record and circulate the minutes of the meeting to all those who participated in the meeting and to any other Trustees within seven days of the meeting taking place

66.3.2 The minutes of a meeting of Trustees may be circulated by post or electronic communication or such other suitable means as the Trustees may from time to time prescribe

66.3.3 Any dispute as to the content of the minutes must be referred for determination to the Trustee who was chair of the meeting in question within 14 days of the circulation of the minutes. The chair's decision as to the final form of the minutes shall be final.

66.3.4 No sooner than 14 days after the minutes have been despatched the chair of the meeting in question shall confirm them by signing a copy. The signed minutes shall be deemed to be the agreed record of the business transacted.

General

Secretary

67. Prior to section 270 of the Companies Act 2006 coming into force a Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If and when section 270 of the Companies Act 2006 comes into force a Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary.

67.1 anything authorised or required to be given or sent to, or served on, the Corporation by being sent to its Secretary may be given or sent to, or served on, the Corporation itself, and if addressed to the Secretary shall be treated as addressed to the Corporation, and

67.2 anything else required or authorised to be done by or to the Secretary of the Corporation may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

Minutes

68. The Trustees shall cause minutes to be made in books kept for the purpose.

68.1 of all appointments of officers made by the Trustees;

68.2 of all resolutions of the Corporation and of the Trustees; and

68.3 of all proceedings at meetings of the Corporation and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting,

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Corporation, be sufficient evidence of the proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

Records and accounts

69 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of

69.1 annual reports;

69 2 annual returns,

69 3 annual statements of account

Communications by and to the Corporation

70 Subject to the provisions of the Companies Acts and these Articles

70.1 a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form or in electronic form;

70 2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement.

70.3 Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as shown in the Corporation's register of members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the member

71. Any document to be served on the Corporation or by on any officer of the Corporation under the Articles may only be served

71 1 in the case of documents in hard copy form, by sending or delivering them to the Corporation's registered office or delivering them personally to the officer in question, or

71 2 in the case of documents in electronic form, by sending them by electronic means

71 2 1 to an address notified to the members for that purpose, and

71 2 2 from an address previously notified to the Corporation by the member (other than by electronic means) for the purpose of sending and receiving documents and information.

72. A member present in person or by proxy at any meeting of the Corporation shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called

73 Where a document or information is sent or supplied under the Articles

- 73.1 Where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.
- 73.2 Where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed.
- 74. Where any document or information has been sent or supplied by the Corporation by electronic means and the Corporation receives notice that the message is undeliverable.
 - 74.1 if the document or information has been sent to a member and is notice of a members' general meeting of the Corporation or a copy of the annual report and accounts of the Corporation, the Corporation is under no obligation to send a hard copy of the document or information to the member's postal address as shown in the Corporation's register of members, but may in its discretion choose to do so, and
 - 74.2 in all other cases, the Corporation will send a hard copy of the document or information to the member's postal address as shown in the Corporation's register of members, or in the case of a recipient who is not a member, to the last known postal address for that person
- 74.3 The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

Indemnity

- 75. Subject to the Companies Acts but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer of the Corporation shall be indemnified out of the assets of the Corporation.
 - 75.1 against all costs charges expenses or liabilities incurred by him or her
 - 75.1.1 in defending any civil or criminal proceedings in which judgment is given in his or her favour or in which he or she is acquitted, and
 - 75.1.2 in connection with any application in which relief from liability is granted to him or her by the court,

where such proceedings or application arise as a result of any actual or alleged negligence, default, breach of duty or breach of trust in relation to the Corporation, and
 - 75.2 against all costs, charges, losses, expenses or liabilities incurred by him or her in or in relation to the proper execution and discharge of his or her duties

Trustees' indemnity insurance

76. The Trustees shall have power to resolve pursuant to clause 4.36 of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy

Winding-up

77. The provisions of clauses 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Corporation shall have effect and be observed as if the same were repeated in the Articles