

Company No. 00480920

Articles of Association of Unicorn Theatre London Ltd

(adopted by special resolution passed on 23 March 2022)

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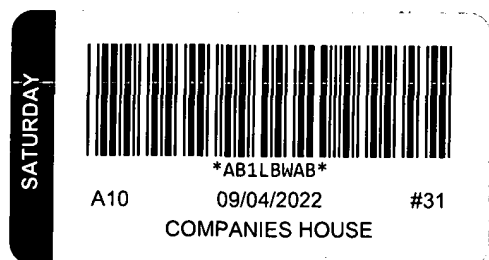


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Company No. 00480920
Charity No. 225751

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
OF**

**UNICORN THEATRE LONDON LTD
(the charity)**

1. Interpretation

In the articles:

address	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or a telephone number for receiving text messages in each case registered with the charity;
articles	means the charity's articles of association;
charity	means the company intended to be regulated by the articles;
clear days	in relation to the period of a notice means a period excluding: (a) the day when the notice is given or deemed to be given; and (b) the day for which it is given or on which it is to take effect;
Charities Act	means the Charities Act 2011;
co-opted director	means a director appointed pursuant to article 18.3;
Commission	means the Charity Commission for England and Wales;
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;
directors	means the directors of the charity. The directors are charity trustees as defined by the Charities Act;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form	has the meaning given in section 1168 of the Companies Act 2006;
memorandum	means the charity's memorandum of association;
Objects	means the objects of the charity as stated in article 3;
officers	includes the directors and the secretary (if any);
Model Articles	means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229);
seal	means the common seal of the charity if it has one;
secretary	means any person appointed to perform the duties of the secretary of the charity;
United Kingdom	means Great Britain and Northern Ireland; and
writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 1.3 Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.
- 1.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- 1.5 Any phrase introduced by the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.6 The Model Articles shall not apply to the charity.
2. **Liability of members**
 - 2.1 The liability of the members is limited.
 - 2.2 Every member of the charity promises, if the charity is dissolved while he or she is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the charity incurred before he or she or it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories themselves.

3. Objects

The charity's objects are specifically restricted to the following:

To promote, maintain, improve and advance education by the encouragement of the arts including, without limitation, the arts of drama, mime, dance, singing and music, and to formulate, prepare and establish schemes therefor provided that all objects of the Company shall be of a charitable nature.

4. Powers

The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so.

5. Application of income and property

5.1 The income and property of the charity shall be applied solely towards the promotion of the Objects.

5.2 A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

5.3 A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act.

5.4 A director may receive an indemnity from the charity in the circumstances specified in article 32.

5.5 None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:

5.5.1 a benefit from the charity in the capacity of a beneficiary of the charity;

5.5.2 reasonable and proper remuneration for any goods or services supplied to the charity.

5.6 No director or connected person may:

5.6.1 buy any goods or services from the charity on terms preferential to those applicable to members of the public;

5.6.2 sell goods, services, or any interest in land to the charity;

5.6.3 be employed by, or receive any remuneration from, the charity;

5.6.4 receive any other financial benefit from the charity; unless:

(a) the payment is permitted by article 5.7; or

(b) the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

5.7 A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.

- 5.8 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, the Charities Act.
- 5.9 Subject to article 5.14 a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- 5.10 A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors.
- 5.11 A director or connected person may receive rent for premises let by the director or connected person to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 5.12 The directors may arrange for the purchase, out of the funds of the charity, of insurance designed to indemnify the directors in accordance with the terms of, and subject to the conditions in, the Charities Act.
- 5.13 A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.
- 5.14 The charity and its directors may only rely upon the authority provided by article 5.9 if each of the following conditions is satisfied:
- 5.14.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
 - (a) the charity or its directors (as the case may be); and
 - (b) the director or connected person supplying the goods (**the supplier**) under which the supplier is to supply the goods in question to or on behalf of the charity;
 - 5.14.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
 - 5.14.3 the other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so;
 - 5.14.4 the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity;
 - 5.14.5 the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting;
 - 5.14.6 the reason for their decision is recorded by the directors in the minute book; and

- 5.14.7 a majority of the directors then in office are not in receipt of remuneration or payments authorised by article 5.6.
- 5.15 In articles 5.2 to 5.6 **charity** shall include any company in which the charity:
- 5.15.1 holds more than 50% of the shares; or
- 5.15.2 controls more than 50% of the voting rights attached to the shares.
- 5.15.3 has the right to appoint one or more directors to the board of the company.
- 5.16 In articles 5.6, 24.2 and 25.2 **connected person** means:
- 5.16.1 a child, parent, grandchild, grandparent, brother or sister of the director;
- 5.16.2 the spouse or civil partner of the director or of any person falling within article 5.16.1 above;
- 5.16.3 a person carrying on business in partnership with the director or with any person falling within article 5.16.1 or 5.16.2 above;
- 5.16.4 an institution which is controlled:
- (a) by the director or any connected person falling within article 5.16.1, 5.16.2, or 5.16.3 above; or
- (b) by two or more persons falling within article 5.16.4(a), when taken together;
- 5.16.5 a body corporate in which:
- (a) the director or any connected person falling within article 5.16.1 to 5.16.3 has a substantial interest; or
- (b) two or more persons falling within article 5.16.5(a) who, when taken together, have a substantial interest.
- 5.17 Sections 350-352 of the Charities Act apply for the purposes of interpreting the terms used in article 5.16.
- 6. Members**
- 6.1 The directors from time to time shall be the only members of the charity. A director shall automatically become a member on becoming a director.¹
- 6.2 Membership is not transferable.
- 6.3 The charity must keep a register of names and addresses of the members.
- 7. Termination of membership**
- Membership is terminated if:
- (a) the member ceases to be a director; or
-

(b) the member dies.

8. General meetings

8.1 The directors may call a general meeting at any time.

8.2 A general meeting may be held by any suitable electronic means in which each participant may communicate with all the other participants. Participation in the meeting in this manner constitutes presence of the person at the meeting and entitles any member so present to vote and count in the quorum. Such a meeting shall be regarded as taking place where the largest number of the group of those participating is or, if there is no such largest number, where the chair is for that meeting. The directors may resolve that access to any general meeting may be partially or only by teleconference, video-conference or any other virtual format. It shall not be necessary for two or more members to be physically present in the same place for such a meeting to take place.

9. Notice of general meetings

9.1 The minimum periods of notice required to hold a general meeting of the charity is fourteen clear days.

9.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

9.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 11.

9.4 The notice must be given to all the members and to the directors and auditors.

10. Proceedings at general meetings

10.1 No business shall be transacted at any general meeting unless a quorum is present.

10.2 A quorum is three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

10.3 If:

10.3.1 a quorum is not present within half an hour from the time appointed for the meeting;
or

10.3.2 during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the directors shall determine.

10.4 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

10.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

- 10.6 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors or, if they are absent, the vice-chair of directors shall act as chair. If neither the chair nor the vice-chair of directors is present within 15 minutes of the time appointed for the meeting, a director elected by the directors present shall chair the meeting.
- 10.7 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 10.8 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 10.9 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 10.10 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 10.11 Any vote at a meeting shall be decided by a show of hands or such other means the chair may at their discretion decide to adopt.
11. **Content of proxy notices**
- 11.1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- 11.1.1 states the name and address of the member appointing the proxy;
 - 11.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 11.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 11.1.4 is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 11.2 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 11.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 11.4 Unless a proxy notice indicates otherwise, it must be treated as –
- 11.4.1 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
 - 11.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
12. **Delivery of proxy notices**
- 12.1 A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.

- 12.2 An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 12.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 12.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

13. Written resolutions

- 13.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

- 13.1.1 a copy of the proposed resolution has been sent to every eligible member;
- 13.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution within the period of 28 days beginning with the circulation date.

- 13.2 A member signifies their agreement to a proposed written resolution when the charity receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the member's agreement to the resolution. A member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:

- 13.2.1 if the document is sent to the charity in hard copy form, it is authenticated if it bears the signature of the person sending it;
- 13.2.2 if the document is sent to the charity in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the charity or, where no such manner has been specified by the charity, if it is accompanied by a statement of the identity of the sender and the charity has no reason to doubt the truth of that statement.

- 13.3 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

14. Votes of members

- 14.1 Every member shall have one vote.
- 14.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

15. Directors

- 15.1 A director must be a natural person aged 18 years or older.
- 15.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 19.

- 15.3 The number of directors shall not be more than eleven (excluding any co-opted directors from time to time).
- 15.4 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.
16. **Powers of directors**
- 16.1 The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 16.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 16.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.
17. **Retirement of directors**
- 17.1 The directors in office at the date of adoption of these articles shall hold office for the following terms and, subject to article 17.4 shall be eligible to be reappointed in accordance with the articles:
- 17.1.1 any director who has been in office for less than three years as at the date of adoption of these articles shall retire at the end of their third year in office;
- 17.1.2 any director who has been in office for three or more years but less than six years as at the date of adoption of these articles shall retire at the end of their sixth year in office; and
- 17.1.3 any director who has been in office for more than six years as at the date of adoption of these articles shall retire at the end of their ninth year in office.
- 17.2 For the purposes of calculating the number of years a director has been in office for the purposes of this article 17 he or she shall be treated as if they had been a director of the charity during any period during which he or she was a director of Unicorn Children's Centre (company number 04001287) but not a director of the charity.
- 17.3 The usual term of office for a director (other than a co-opted director) shall be three years, at the end of which they shall retire. Subject to article 17.4, a director (other than a co-opted director) shall be eligible for reappointment by the directors for up to a further two terms, each of three years.
- 17.4 No director shall serve for more than nine consecutive years, unless the directors consider it would be in the best interests of the charity for a particular director to continue to serve beyond that period and that director is reappointed in accordance with the articles.
- 17.5 Wherever a these articles provide for a director, co-opted director, chair or vice-chair to cease being a director, co-opted director, chair or vice-chair after a period of one, three or nine years in office, the relevant term of office shall end at the end of the first board meeting held after the date the relevant period expires, not on the anniversary date itself.

18. Appointment of directors

- 18.1 The directors may appoint a person who is willing to act as a director, and who is permitted by law to do so, to be a director.
- 18.2 The appointment of a director, must not cause the number of directors to exceed any number fixed as the maximum number of directors.
- 18.3 The directors may at any time co-opt any individual who is eligible under articles 15.1 and 15.2 as a director either to fill a vacancy in their number or as an additional director (having regard to particular skills, knowledge or experience appropriate for the charity and the communities served by the charity). A co-opted director shall hold office only for one year, at the end of which they shall automatically cease to be a director although they may be re-appointed or co-opted as a director in accordance with the terms of these articles. Unless otherwise determined by ordinary resolution, the number of co-opted directors from time to time shall not exceed two.

19. Disqualification and removal of directors

A director shall cease to hold office if he or she:

- (a) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- (b) is disqualified from acting as a trustee by virtue of the Charities Act;
- (c) ceases to be a member of the charity;
- (d) in the written opinion of a registered medical practitioner who is treating the director, becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs for more than three months;
- (e) resigns as a director by notice to the charity (but only if at least three directors will remain in office when the notice of resignation is to take effect); or
- (f) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

20. Remuneration of directors

The directors must not be paid any remuneration unless it is authorized by article 5.

21. Proceedings of directors

- 21.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 21.2 Any director may call a meeting of the directors.
- 21.3 The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- 21.4 Questions arising at a meeting shall be decided by a majority of votes.
- 21.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

- 21.1 A meeting of the directors may be held by any suitable electronic means in which each participant may communicate with all the other participants. Participation in the meeting in this manner constitutes presence of the person at the meeting and entitles any director so present to vote and count in the quorum. Such a meeting shall be regarded as taking place where the largest number of the group of those participating is or, if there is no such largest number, where the chair is for that meeting. It shall not be necessary for two or more directors to be physically present in the same place for such a meeting to take place.
- 21.2 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made.
- 21.3 The quorum shall be three directors, or such larger number as may be decided from time to time by the directors.
- 21.4 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 21.5 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 21.6 The directors shall appoint a director to chair their meetings and may determine the length of term for which the chair of directors is to serve in that office, although that term may be renewed or extended provided that the chair of directors shall not serve in that office for more than nine consecutive years. On the same basis, the directors may also appoint one of their number as vice-chair of directors. The directors may at any time revoke the appointment of a chair or any vice-chair.
- 21.7 If no-one has been appointed chair nor vice-chair of the directors or if the persons appointed are unwilling to preside or are not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- 21.8 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 21.9 A resolution in writing or in electronic form agreed by a simple majority of all the directors entitled to receive notice of a meeting of directors or of a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held provided that:
- 21.9.1 a copy of the resolution is sent or submitted to all the directors eligible to vote; and
- 21.9.2 a simple majority of directors has indicated its agreement to the resolution in writing.
- 21.10 The resolution in writing may comprise several documents to each of which one or more directors has indicated their agreement.
22. **Delegation**
- 22.1 The directors may delegate any of their powers or functions to a committee of two or more directors on such terms of reference as they think fit.
- 22.2 The directors may delegate the implementation of their decisions or day-to-day management of the affairs of the charity to any person or committee.
- 22.3 The directors may impose conditions when delegating, including the conditions that:

- 22.3.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- 22.3.2 no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- 22.4 Persons who are not directors may be appointed as members of a committee, subject to the approval of the directors.
- 22.5 The directors may revoke or alter a delegation.
- 22.6 All acts and proceedings of any committees must be fully and promptly reported to the directors.
- 22.7 The directors may co-opt independent associates to serve on one or more sub-committees and attend meetings of the directors. Such independent associates must be interested in contributing to the Objects and able to contribute specifically on issues related to their particular area of expertise. Such independent associates are appointed for a period of one year and can be reappointed at the end of their term of office. They may be removed by the directors at any time. Independent associates may participate in all discussions but are not eligible to vote.
- 23. **Declaration of directors' interests**

A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must, if requested to do so by the chair, absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).
- 24. **Conflicts of interests**
 - 24.1 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
 - 24.1.1 if requested by the chair, the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 24.1.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - 24.1.3 the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
 - 24.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.
- 25. **Validity of directors' decisions**
 - 25.1 Subject to article 25.2, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

- 25.1.1 who was disqualified from holding office;
- 25.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
- 25.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- 25.1.4 the vote of that director; and
- 25.1.5 that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

- 25.2 Article 25.1 does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 25.1, the resolution would have been void, or if the director has not complied with article 23.

26. **Seal**

If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

27. **Minutes**

The directors must keep minutes of all:

- (a) appointments of officers made by the directors;
- (b) proceedings at meetings of the charity;
- (c) meetings of the directors and committees of directors including:
 - (i) the names of the directors present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions.

28. **Change of company name**

The name of the Company may be changed by:

- (a) decision of the directors; or
 - (b) a special resolution of the members,
- or otherwise in accordance with the Companies Acts.

29. Accounts

- 29.1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 29.2 The directors must keep accounting records as required by the Companies Acts.

30. Annual Report and Return and Register of Charities

- 30.1 The directors must comply with the requirements of the Charities Act with regard to the:
- 30.1.1 transmission of the statements of account to the charity;
 - 30.1.2 preparation of an Annual Report and its transmission to the Commission;
 - 30.1.3 preparation of an Annual Return and its transmission to the Commission.
- 30.2 The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

31. Means of communication to be used

- 31.1 Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Acts provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- 31.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 31.3 Any notice to be given to or by any person pursuant to the articles:
- 31.3.1 must be in writing; or
 - 31.3.2 must be given in electronic form.
- 31.4 The charity may give any notice to a member either:
- 31.4.1 personally; or
 - 31.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - 31.4.3 by leaving it at the address of the member; or
 - 31.4.4 by giving it in electronic form to the member's address.
- 31.5 A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

- 31.6 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 31.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 31.8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 31.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 31.9.1 48 hours after the envelope containing it was posted; or
- 31.9.2 in the case of an electronic form of communication, 48 hours after it was sent.
32. **Indemnity**
- 32.1 The charity may indemnify a relevant director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
- 32.2 In this article a **relevant director** means any director or former director of the charity.
33. **Invalidity**
- The proceedings of any meeting or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or 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.
34. **Disputes**
- If a dispute arises between members about the validity or propriety of anything done by the members under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.
35. **Dissolution**
- 35.1 The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
- 35.1.1 directly for the Objects; or
- 35.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
- 35.1.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 35.2 Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:

- 35.2.1 directly for the Objects; or
 - 35.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 35.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 35.3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 35.1 is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.