

*The Companies Acts 1985 and 2006*

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

NEW  
**ARTICLES OF ASSOCIATION**  
OF

**Designability Charity Limited**

(Adopted by Special Resolution  
on the ~~18<sup>th</sup> November 2019~~ 8<sup>th</sup> November 2021)

Formatted: Superscript

**GENERAL**

1. In these Articles the words standing in the first column of the Table below shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context-

| WORDS                                  | MEANINGS                                                                                                                                        |
|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| The Act                                | The Companies Act, 2006 and any statutory modification thereof                                                                                  |
| These Articles                         | These Articles of Association, and the regulations of the Company from time to time in force                                                    |
| The Company                            | The above-named Company                                                                                                                         |
| The University                         | The University of Bath                                                                                                                          |
| UWE                                    | University of the West of England, Bristol                                                                                                      |
| The-Clinical<br>Commissioning<br>Group | NHS Bath and North East Somerset and any successor body that acts as the Clinical Commissioning Group for the Bath and North East Somerset area |
| The Board                              | The Board of Directors for the time being of the Company                                                                                        |
| The Office                             | The registered office of the Company                                                                                                            |
| The United<br>Kingdom                  | Great Britain and Northern Ireland                                                                                                              |
| Month                                  | Calendar month                                                                                                                                  |

|                  |                                                                                                                                                                                                           |
|------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| In writing       | Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form                                                                |
| Circulation Date | Subject to the Act, means the date on which copies of a written resolution are sent or submitted to members (or if copies are sent or submitted to members on different days to the first of those days). |

And words importing the singular number only shall include the plural number, and vice versa.

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 Company shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

2. The provisions of sections 113 and 114 of the Act shall be observed by the Company, and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

3. The Company is established for the purposes expressed in the Memorandum of Association.

4. The members of the Board shall be the only members of the Company.

### **MEMBERS**

5. The Subscribers to the Memorandum of Association shall be the first members of the Company.

6. The Board may establish different classes of Associate and prescribe their respective privileges and duties.

### **FELLOWS**

7. The Board may award a fellowship to any person (herein-after referred to as 'a Fellow') in recognition of outstanding services rendered. There shall be not more than 20 Fellows at any time.

#### **TERMINATION OF MEMBERSHIP**

8. Membership of the Company is terminated if the member concerned:
  - (i) gives written notice of resignation to the Company Secretary;
  - (ii) dies;
  - (iii) ceases to be a member of the Board.
9. Membership of the Company is not transferable.

#### **GENERAL MEETINGS**

10. The Company 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 Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first, shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

12. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by Section 303 of the Act.

13. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the 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), specify 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 manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them 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.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

## PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the financial statements, and the reports of the Board and of the Auditors, the election of members and officers of the Board in the place of those retiring, (other than those appointed by the University of Bath and UWE and the Clinical Commissioning Group) and the appointment of, and the fixing of the remuneration of, the Auditors. The election of officers (other than the President) and members of the Board to fill vacancies then existing may take place at the meeting at which the adoption of these Articles is effected and for such purposes any member may be eligible for election if duly proposed and seconded without prior nomination.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein provided a quorum shall consist of five members present in person or by proxy.

17. 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 any 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 Board 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.

18. The President shall take the Chair at every Annual General Meeting but if there be no such President or if at any Meeting s/he shall not be present within fifteen minutes after the time appointed for the holding of the same or shall be unwilling to preside the Chair shall preside. The Chair of the Board shall preside as Chair at every General Meeting (other than an Annual General Meeting when the President takes the Chair) but if there be no such Chair or if at any Meeting s/he shall not be present within fifteen minutes after the time appointed for holding the same or s/he shall be unwilling to preside the Vice Chair shall preside and if s/he shall not be present or shall be unwilling to preside the members present shall choose some member of the Board present to preside.

19. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever 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.

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least three members present in person or by proxy, and unless a poll be so demanded a declaration by the Chair of the meeting 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 minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn. 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 conclusive.

21. Subject to the provisions of Article 16, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair 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.

22. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.

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

24. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

25. The following matters may only be resolved at any General Meeting of the Company with the prior written consent or sanction of the University, namely:-

- (i) The appointment or removal of a member of the Board appointed by the University.
- (ii) Any change in the number of members of the Board appointed by the University.

#### **VOTES OF MEMBERS**

26. Subject as hereinafter provided, every member shall have one vote.

27. Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy for another member, at any General Meeting.

28. Votes may be given on a poll either personally or by proxy. A proxy need not be a member.

29. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing, or if such appointor is a corporation or the University under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

30. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

32. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit-

“I, \_\_\_\_\_,  
“of \_\_\_\_\_,  
“a member of \_\_\_\_\_,  
“hereby appoint \_\_\_\_\_,  
“of \_\_\_\_\_,  
“and failing him/her, \_\_\_\_\_,  
“of \_\_\_\_\_,  
“to vote for me and on my behalf at the [Annual or  
“Extraordinary, or Adjourned, as the case may be]  
“General Meeting of the Company to be held on the  
“\_\_\_\_\_ day of \_\_\_\_\_,  
“and at every adjournment thereof.  
“As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## **WRITTEN RESOLUTIONS**

33. A written resolution is passed as an ordinary resolution if it is agreed to by members representing a simple majority of the total voting rights of members entitled to vote on such a resolution.

34. A written resolution is passed as a special resolution if it is agreed to by members representing not less than 75% of the total voting rights of members entitled to vote upon such a resolution, and states that it is a special resolution.

35. A member's resolution under The Act removing a member of the Board or an Auditor before the expiration of his/her term of office may not be passed by a written resolution.

36. A copy of a written resolution must be sent to every member entitled to vote on such a resolution together with a statement informing them of the date by which the resolution must be passed if it is not to lapse, and how to indicate their agreement to the resolution.

37. A member indicates their agreement to a written resolution when the Company receives from the member an authenticated document identifying the written resolution and indicating their agreement to it:

- (i) by the member's signature if the document is in hard copy form; or
- (ii) by the member's signature, or confirmation of the member's identity in a manner specified by the company, accompanied by a statement of the member's identity which the company has no reason to doubt, if the document is in electronic form.

38. A written resolution lapses if the required number of agreements has not been obtained by 28 days beginning with the Circulation Date of the resolution.

## **THE BOARD**

39. The affairs of the Company shall be managed by the Board. The Board shall act as charity trustees of the Company, and shall control the Company, its property and its funds. The Board shall consist of a Chair, Vice-Chair (herein called 'the officers') and not less than six other persons.

40. Every member of the Board shall sign a declaration of willingness to act as a charity trustee of the Company before he/she is eligible to vote at any meeting of the Company.

41. Until otherwise determined by a General Meeting the number of members of the Board shall not be less than eight nor more than fifteen of whom two shall be appointees of the University of Bath and one shall be the appointee of UWE.

42. No member of the Company's staff shall be eligible to become a member of the Board.

43. (i) The University of Bath and UWE shall be entitled by notice in writing addressed to the Company Secretary to appoint from time to time a member or members of the University of Bath and UWE to the Board to act as its nominee(s) and by notice aforesaid to remove the same and appoint another or others in his/her or their place.

(ii) The Clinical Commissioning Group shall be entitled by notice in writing addressed to the Company Secretary to appoint from time to time one nominee and by notice aforesaid to remove the same and to appoint another in their place.

44. Subject to Article 41 the Board may from time to time and at any time appoint any person to become a member of the Company and a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his/her office only until the next Annual General Meeting, but s/he shall than be eligible for re-election.

#### **POWERS OF THE BOARD**

45. The Board may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by Statute or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

46. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in the case that members of the Board 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 them to act as the Board for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

47. The Board shall have power to make Regulations and Bye Laws (not inconsistent with any of the provisions of these Articles or with the provisions of any Statutes for the time being in force) to govern the use of the premises of the Company and of its research, and other facilities.

## **PRESIDENT**

48. The role of the President shall be to provide advice and support to the Company. The President shall be entitled to preside at the Annual General Meeting and shall regulate and keep order in the proceedings.

49. The President shall be elected for a term of three years expiring at the third Annual General Meeting following his/her appointment and shall retire at such Meeting. On his/her retirement as aforesaid the President shall be eligible for re-election.

## **CHAIR**

50. (i) The Board shall appoint a Chair from amongst the Directors.

(ii) Subject to the provisions of these Articles, the Board shall determine the duties of the Chair.

(iii) The Board may at any time revoke the appointment of the Chair.

(iv) The Chair may at any time resign their office by notice in writing to the Board.

(v) On or shortly before the expiry of the term of office of the Chair, or following the resignation of the Chair or revocation of the appointment, the Board shall appoint a new Chair.

## **CHIEF EXECUTIVE**

51. (i) The Board may from time to time appoint a person to the office of Chief Executive ('the Chief Executive').

(ii) The Chief Executive shall not be entitled to join the Board but the Chief Executive shall nevertheless be entitled to attend and speak at Board and General Meetings of the Company.

(iii) The Board may entrust to and confer upon the Chief Executive the following powers without prejudice to the responsibilities and powers of the Board conferred by Statute or hereunder:

- (1) The day to day running of the Company.
- (2) The good order and conduct of the Company's facilities.
- (3) The compilation and implementation of the research development and commercial activities of the Company after having consulted, with either (as appropriate) the Products and Impact, Research and Governance Committee or the Finance and Governance Committee hereinafter described.

- (4) The acquisition and invitation of funds for both the general running of the Company and specific projects apt to be undertaken by the Company.
- (5) The arrangement of lectures symposia and conferences
- (6) Liaison with the University of Bath and UWE, and other bodies, as appropriate.
- (7) The employment and dismissal of staff of the Company.

#### **COMPANY SECRETARY**

52. (i) The Secretary shall be appointed by the Company for such time, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it.
- (ii) The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### **DISQUALIFICATION OF MEMBERS OF THE BOARD**

53. The office of a member of the Board shall be vacated-
- (i) If a receiving order is made against him/her or s/he makes any arrangements or composition with his/her creditors.
  - (ii) If s/he lacks mental capacity.
  - (iii) If by notice in writing to the Company s/he resigns his/her office.
  - (iv) If s/he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986 or any statutory modification thereof.
  - (v) If s/he is removed from office by a resolution duly passed pursuant to Section 168 and 169 of the Act or Article 57 thereof.
  - (vi) If s/he shall fail to attend three consecutive meetings of the Board, unless the Board for good reason excuse his/her absence.
  - (vii) If s/he is disqualified under the Charities Act 2011 from acting as a charity trustee.

## **RETIREMENT OF OFFICERS AND MEMBERS OF THE BOARD**

54. The Chair, ~~Vice-Chair~~ and each member of the Board appointed by election pursuant to Article 15 shall hold office for three years and shall retire at the third Annual General Meeting following his/her appointment. Such member of the Board so retiring shall be eligible for re-election for a further two terms of three years. Thereafter, a year must elapse before re-election can take place. However, this provision may be waived in the case of a Board member who is appointed as Chair, having already served one term of office or more prior to that appointment. The Chair of the Board may serve for no more than three terms of three years. A General Meeting may in exceptional circumstances vary any of the provisions in this Article.

55. In the event of the President, Chair ~~or Vice-Chair~~ or member of the Board retiring, the notice convening the meeting at which such post-holder or member is to retire shall indicate that such office is being vacated and is to be filled.

56. A person not currently a member of the Board shall only be eligible for election to membership of the Board at any General Meeting if at the previous Board meeting they shall have been considered for election or within the prescribed time before the day appointed for the meeting there shall have been given to the Company Secretary notice in writing by some member of the Board, duly qualified to be present and vote at the meeting for which such notice is given, of his/her intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his/her willingness to be elected. The prescribed time above mentioned 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 be not less than four nor more than twenty-eight intervening days.

57. Subject to the provisions of these Articles the Company may from time to time in General Meetings increase or reduce the number of members of the Board, 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.

58. Subject to the provisions of these Articles but in addition and without prejudice to the provisions of Sections 168 and 169 of the Act and the powers of the University of Bath and UWE and the Clinical Commissioning Group hereunder the Company may by Extraordinary Resolution remove any elected member of the Board before the expiration of his/her period of office, and may by an Ordinary Resolution appoint another qualified member in his/her stead; but any person so appointed shall retain his/her office so long only as the member in whose place s/he is appointed would have held the same if s/he had not been removed.

## **PROCEEDINGS OF THE BOARD**

59. (i) The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting

shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.

- (ii) Land and buildings of the Company and any interest therein shall not be disposed of or charged without the prior approval of the Board. Not less than twenty-one days' notice shall be given to every member of the Board in respect of any resolution to effect such disposal or charge.
- (iii) A meeting of the Board may be held either in person or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants simultaneously.
- (iv) A procedural defect of which the Board are unaware at the time does not invalidate decisions taken at a meeting.

60. If a member of the Board has an interest in any matter or thing under discussion at any meeting whether personally or as a member or Director of any company which is concerned in the matter or thing then such member of the Board shall declare such interest and shall not be counted in the quorum present at the meeting where the same be considered and s/he shall not vote in respect thereof.

61. One-third of the members of the Board may, and on the request of one-third of the members of the Board the Company Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.

62. The Chair or in his/her absence the Vice Chair shall be entitled to preside at all meetings of the Board at which they shall be present, but if at any meeting neither the Chair is not present nor the Vice Chair be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chair of the meeting.

63. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities and discretions by or under the regulations of the Company for the time being vested in the Board generally.

64. The Board may delegate any of the powers to committees consisting of such members or non-members of the Board as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any stipulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

65. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, 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 Board.

66. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the fact therein stated.

67. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

#### **PROJECTS AND RESEARCH GOVERNANCE PRODUCTS AND IMPACT COMMITTEE**

68. (i) There shall be established by the Board forthwith upon the adoption of these Articles a committee of the Board under the provisions of Article 63 hereof known as the Projects and Research Governance Products and Impact Committee.

(ii) The function of the Projects and Research Governance Committee shall be to discuss and advise on all aspects of the research and development programme of the Company. The purpose of the Products and Impact Committee is to provide advice and assurance on the activity of the charity that creates impact for disabled people, through its provision of products and services. The specific tasks are detailed in the Products and Impact Committee Terms of Reference.

#### **FINANCE AND AUDIT GOVERNANCE COMMITTEE**

69(i) There shall be a Finance and Audit Governance Committee established under the provisions of Article 63.

(ii) The functions of the Finance and Audit Committee shall be to review income and expenditure, investments, financial controls and the risk register. The Committee shall meet with the External Auditor to plan audit work and review the findings of the audit of the financial statements. The purpose of the Finance and Governance Committee is to provide assurance to the Board on the management and utilisation of resources (finances, people and premises) and the governance of the charity. The specific tasks are detailed in the Finance and Governance Committee Terms of Reference.

## **FINANCIAL STATEMENTS**

70. The Board shall cause proper accounting records to be kept with respect to-

- (i) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- (ii) all sales and purchases of goods by the Company; and
- (iii) the assets and liabilities of the Company.

Proper records shall not be deemed to be kept if there are not kept such accounting systems and documents as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

71. The accounting records shall be kept at the office, or, subject to section 388 (1), (2) and (3) of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

72. No person other than a member of the Board shall have any right of inspecting any accounting record or document of the Company except as conferred by Statute or authorised by the Finance and Governance~~Audit~~ Committee.

73. At the Annual General Meeting in every year the Board shall lay before the meeting financial statements for the period since the last preceding account made up to a date not more than nine months before such meeting. The financial statements shall be accompanied by proper reports of the Board and the Auditors, and copies of such financial statements 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, subject nevertheless to the provisions of section 423 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be sent out to members as required by sections 495 of the Act.

## **AUDIT**

74. Once at least in every year the financial statements of the Company 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. An Independent Examination of the financial statements may be carried out if the audit exemption limits are met in any particular year.

75. Auditors shall be appointed and their duties regulated in accordance with Parts 16 and 42 of the Act, the members of the Board being treated as the Directors mentioned in those sections.

## **RECORDS**

76. The Board must comply with the requirements of The Act and the Charities Act 2011 as to the keeping of financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

- (1) Annual reports;
- (2) Annual returns; and
- (3) Annual statements of account.

77. The Board must keep proper records of:

- (1) All proceedings at general meetings;
- (2) All proceedings at meetings of the Board;
- (3) All reports of committees; and
- (4) All professional advice obtained.

## **NOTICES**

78. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his/her registered address as appearing in the register of members.

79. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him/her, shall be entitled to have notices served upon him/her at such address, but, save as aforesaid and as provided by the Act, 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 Company.

80. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is posted if sent by first class post or on the same day if sent in electronic form.

## **INDEMNITY**

81. Subject to the provisions of The Act every member of the Board or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him/her in that capacity in defending any proceedings whether civil or criminal in which judgement is given in his/her favour or in which s/he is acquitted or in connection with any application in which relief is

granted to him/her by the court from any liability for negligence default breach of duty or breach of trust in relation to the affairs of the company.

#### **DISSOLUTION**

82. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.