

Company number 2163894

A private company limited by guarantee and not having a share capital

Articles of Association

of

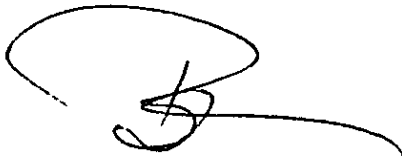
1. **Ben-Motor and Allied Trades Benevolent Fund**

Registered Charity Number 297877

Incorporated on 14 September 1987

(as adopted by special resolution dated 2012)

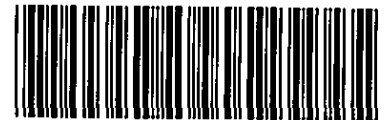
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BEATA FELMER

FINANCE DIRECTOR AND COMPANY SECRETARY

SATURDAY



RM 05/01/2013 #493
COMPANIES HOUSE



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2. Definitions and interpretation

2 1 The Company's name is **"BEN-MOTOR AND ALLIED TRADES BENEVOLENT FUND"**

2 2 The Company's registered office is situated in England

2 3 Definitions

In these articles of association ("**these articles**")

□ **"the Act"** means the Companies Act 2006,

□ **"address"** means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Company,

"the Company" means the company intended to be regulated by these articles,

"charitable" means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 For the avoidance of doubt, the system of law governing the constitution of the Company is the law of England and Wales,

"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,

□ **"the Commission"** means the Charity Commissioners for England and Wales,

□ **"connected person"** means any person described in section 188 of the Charities Act 2011 as if references there to a trustee were to a Director,

□ **"the Directors"** means the directors of the Company The directors are charity trustees as defined by Section 97 of the Charities Act 1993,

□ **"officers"** includes the Directors and the secretary,

□ **"the seal"** means the common seal of the Company if it has one,

□ **"secretary"** means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary, and

□ **"the United Kingdom"** means Great Britain and Northern Ireland

2 4 Interpretation

Words importing one gender shall include all genders, and the singular includes the plural and vice versa

Unless the context otherwise requires, words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Company

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

3 Company's objects and powers

Objects

3 1 The Company's objects are to relieve distress and financial hardship by the provision of

3 1 1 financial support and facilities to people resident in the UK or the Republic of Ireland who

(a) are working or have worked in a qualifying trade or industry,, or

(b) are close dependants of any such person

3 1 2 facilities (to the extent that these are not required for the benefit of people who qualify for assistance under Article 2 1 1) for the benefit of people who do not so qualify

and for the purposes of these objects

(i) residence in the UK or the Republic of Ireland shall mean residence which entitles the resident to claim Housing Benefit in the UK or the equivalent benefit in the Republic of Ireland,

(ii) a qualifying trade or industry shall mean motor, agricultural, engineering, cycle and allied trades and industries, including any trade, business, occupation, profession or association which provides financial, insurance or other services, or which originates or publishes material relating to the said trades and industries, or whose activities or any of them are ancillary to or connected with those trades and industries For the purpose of these objects "motor, agricultural, engineering, cycle and allied trades and industries" shall include any individual or body engaged in the manufacture, sale, repair or service of agricultural and garden machinery and equipment, caravans, coachwork, commercial vehicles, cycles, garage and service equipment, motor cars, motor coaches, motor cycles, omnibuses, tractors, lubricants or propulsion fuel of any of them, and the component parts of any of them or, in the case of an individual or body only partially so engaged, only those engaged solely in such production, sale or service, and

(iii) a close dependant shall mean an individual who relies on such person for financial or other support who, subject to exceptional circumstances, resides with such person and in any event to include the spouse, civil partner, co-habitee, widow, widower, children and parents of such person

Powers

3 1 3 In furtherance of the above objects but not further or otherwise the Company shall have the power to do all such lawful things as are necessary, conducive or incidental for the attainment of the above objects or any of them In particular, it shall have the following powers

(A) to provide financial assistance and make grants and donations by means of gift, pension or loan (either secured or unsecured),

- (B) to provide, maintain and administer facilities, or assist in the provision, maintenance and administration of facilities, as the Directors think fit and on such terms as the Directors think fit,
- nursing, residential and hostel accommodation (including other self-contained living accommodation),
 - housing and related facilities,
 - day centres and other meeting, amenity, transport and event facilities,
 - care, treatment, therapy, respite, post-operative, rehabilitative and retirement facilities, and
 - leisure, education and cultural facilities,
- (C) subject to such consents as may be required by law to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit,
- (D) to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise, provided that the Company shall not undertake any taxable permanent trading activities in raising funds for the above objects,
- (E) to invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law,
- (F) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain, demolish, equip and alter any buildings or erections which the Company may think necessary for the promotion of its objects,
- (G) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects,
- (H) subject to Article 2.2 hereof, to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company,
- (I) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants,
- (J) to subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or

not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Article 22 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body,

- (K) to establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes to such charitable trusts, associations or institutions in any way connected with or calculated to further any of the objects of the Company provided always that the Company shall have the power to act as an Agent for the purposes of Section 27 of the Finance Act 1986 (Donations Under a Payroll Deduction Scheme) as the same shall be enacted or modified from time to time and the Company shall further have the power within its capacity as Agent to authorise donations to other charities,
- (L) to do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate,
- (M) to establish where necessary local branches (whether autonomous or not), and
- (N) from time to time to make beds available in any care centre belonging to the Company for persons in need of care at such fees as it thinks fit **Provided that** the accommodation of such persons shall not either
 - (a) be inconsistent with or calculated to impede the objects of the charity, or
 - (b) constitute any part of the object of the charity

Provided that

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
- (ii) The objects of the Company shall not extend to the involvement in any disputes between workers and employers or organisations of workers and organisations of employers

In this article "**facilities**" includes (without limitation) premises, centres, equipment and services

- 3.2 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these articles and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the

Company, and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company

Provided that this does not prevent either a member of the Company or a Director receiving a benefit from the Company in the capacity of a beneficiary (as long as, in the case of a Director, a majority of the Directors do not benefit in this way and a Director absents himself from any meeting that discusses such benefit to him) and nothing herein shall prevent any payment in good faith by the Company

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a Director or member of any other governing body) for any services rendered to the Company,
- (b) of interest on money lent by any member of the Company or Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Directors or any other governing body,
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or a Director or member of any other governing body,
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the capital of that Company,
- (e) of fees, remuneration or other benefit in money or money's worth directly or indirectly to a Director for goods or services provided that such member was prior to his election or appointment already supplying goods or services to the Company at a price not exceeding the fair market price on normal trade terms, and further that such Director shall absent himself from any meeting during the discussion of such supply and shall refrain from voting on the matter,
- (f) to any Director of reasonable out-of-pocket expenses,
- (g) to any Director or connected person (whether or not also a member of the Company) pursuant to a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Company where that is permitted in accordance with, and subject to the conditions in, sections 185 to 186 of the Charities Act 2011 and for this purpose the Company includes any company in which the Company
 - (i) holds more than 50% of the shares, or
 - (ii) controls more than 50% of the voting rights attached to the shares, or
 - (iii) has the right to appoint one or more members of the Company to the board of the company, or
- (h) if the payment is otherwise permitted by these articles or authorised by either the Court or the Commission

3 3 No addition, alteration or amendment shall be made to these articles that would have the effect of causing the Company to cease to be charitable at law

4 Members

4 1 Limited liability

The liability of the members is limited

Members

(c) Membership is open to individuals who

apply to the Company in the form required by the Directors, and

are approved by the Directors

(1) except that no paid employee whether in full or part-time employment of the Company shall be eligible for membership of the Company or as a Director

4 2 Refusal of membership

The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application

The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision

The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final

4 3 Membership not transferable

(d) Membership is not transferable to anyone else

4 4 Register of members

(e) The Directors must keep a register of names and addresses of the members

5. Classes of members

5 1 Creation of classes of members

The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members

The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership

5 2 Variation of rights of members

(f) The rights attached to a class of membership may only be varied if

three-quarters of the members of that class consent in writing to the variation, or

a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation

5 3 Meetings of classes of members

- (g) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

6 Termination of membership

Membership is terminated if

- (a) the member dies, or,
- the member resigns by written notice to the Company unless, after the resignation, there would be less than two members,
- any sum due from the member to the Company is not paid in full within six months of it falling due,
- the member is removed from membership by a resolution of the Directors that it is in the best interests of the Company that his or her membership is terminated A resolution to remove a member from membership may only be passed if
- (i) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed, and
- the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting

7. General meetings

General

An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings

All general meetings other than annual general meetings shall be called extraordinary general meetings

7 1 Calling of general meetings

The Directors may call an extraordinary general meeting at any time

7 2 Notice of general meetings

- (a) The minimum periods of notice required to hold a general meeting of the Company are
- (i) fourteen clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution,
- fourteen clear days for all other extraordinary general meetings

- (b) A general meeting may be called by shorter notice if it is so agreed
 - (i) in the case of an annual general meeting, by all the members entitled to attend and vote, and
 - (ii) in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 per cent of the total voting rights
- (c) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so
- (d) The notice must be given to all the members and to the Directors and auditors

7.3 Validity of proceedings

- (h) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company

7.4 Quorum

- (a) No business shall be transacted at any general meeting unless a quorum is present
- (b) A quorum is
 - (i) seven members entitled to vote upon the business to be conducted at the meeting, or
 - (ii) one tenth of the total membership at the time
 whichever is the greater
- (c) If
 - (i) a quorum is not present within half an hour from the time appointed for the meeting, or
 - during a meeting a quorum ceases to be present,
 - the meeting shall be adjourned to such time and place as the Directors shall determine
- (d) 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
- (e) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting

7.5 Chairman

- (a) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors

- (b) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting
- (c) If there is only one Director present and willing to act, he or she shall chair the meeting

7 6 Adjournment

The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned

The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution

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

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

7 7 Voting procedure

Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded

- (i) by the person chairing the meeting, or
- by at least two members having the right to vote at the meeting, or
- by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting

The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded

The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded

A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting

If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made

A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll

On a poll votes may be given either personally or by proxy

The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately

A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs

The poll must be taken within thirty days after it has been demanded

If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have

7 8 Votes of members

- (a) Subject to Articles 4 and 15 and the next paragraph, every member present in person or by proxy shall have one vote

No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Company

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

7 9 Proxy

The appointment of a proxy shall be in such form as the Directors shall determine and shall be deemed to confer authority to demand or join in demanding a poll

The appointment of a proxy and any authority under which it is executed may

- (i) in the case of an instrument in writing be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications

in the notice convening the meeting, or

in any instrument of proxy sent out by the Company in relation to the meeting, or

in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting

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,

in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll,

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

8 Directors

Qualifications of a Director

A Director must be a natural person aged 18 years or older

- (a) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 7 7

Number of Directors

- (i) The maximum number of Directors shall be seventeen (unless otherwise determined by ordinary resolution) The minimum number of Directors shall be six (unless otherwise determined by ordinary resolution)

Alternate directors

- (j) A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors

8 2 Powers of Directors

- (a) The Directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Act, these articles or any special resolution
- (b) No alteration of these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors

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

8 3 Retirement

At each annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office If there is only one Director he or she must retire

The Directors to retire by rotation shall be those who have been longest in office since their last appointment If any Directors became or were appointed Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot

If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting

8 4 Appointment of Directors

(a) The Company may by ordinary resolution

- (i) appoint a person who is willing to act to be a Director, and
determine the rotation in which any additional Directors are to retire

No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless

- (i) he or she is recommended for re-election by the Directors, or
not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Company is given a notice that

is signed by a member entitled to vote at the meeting,

states the member's intention to propose the appointment of a person as a Director,

contains the details that, if the person were to be appointed the Company would have to file at Companies House, and

is signed by the person who is to be proposed to show his or her willingness to be appointed

- (b) All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation
- (c) The Directors may appoint a person who is willing to act to be Director
- (d) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation
- (e) The appointment of a Director, whether by the Company in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors

8 5 Disqualification and removal of Directors

(k) A Director shall cease to hold office if he or she

ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director,

is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),

ceases to be a member of the Company,

becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,

resigns as a Director by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect),

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,

is requested to resign by a resolution of the Directors passed by a three fourths majority of the Directors present at a meeting of which at least fourteen days' notice in writing indicating the intention to propose such a resolution shall have been given, or

reaches the age of 75

8 6 Directors' remuneration

The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors, general meetings or in connection with the business of the Company

9. Proceedings of Directors

9 1 General

The Directors may regulate their proceedings as they think fit, subject to the provisions of these articles

Any Director may call a meeting of the Directors

The secretary must call a meeting of the Directors if requested to do so by a Director

A Director may participate in a meeting of the Directors or of a committee of which he is a member by telephone, video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time Participation in a meeting in this manner is treated as presence in person at the meeting

Voting

Questions arising at a meeting shall be decided by a majority of votes

In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote

Quorum

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

The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors

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

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

Chairman

The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment

If no-one has been appointed to chair the meetings of the Directors or if the person appointed is unwilling to preside or is 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

The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors

Written resolutions

A resolution in writing signed by 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

The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors

Delegation

The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book

The Directors may impose conditions when delegating, including the conditions that

- (i) the relevant powers are to be exercised exclusively by the committee to whom they delegate, and

no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the Directors

The Directors may revoke or alter a delegation

All acts and proceedings of any committees must be fully and promptly reported to the Directors

Conflicts of interest

A Director must 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 Company and any personal interest (including but not limited to any personal financial interest)

- (b) Subject to paragraph (c), 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
- (i) who was disqualified from holding office,
 - (ii) who had previously retired or who had been obliged by the constitution to vacate office,
 - (iii) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise
 - (iv) if without the vote of that Director and that Director being counted in the quorum the decision has been made by a majority of the Directors at a quorate meeting

Paragraph (b) does not permit a Director 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 paragraph (b), the resolution would have been void, or if the Director has not complied with paragraph (a)

A Director shall not vote in respect of any contract in which he is interested or any matter arising from it, and if he does so vote his vote shall not count

10. Honorary officers

The Company in annual general meeting shall have power annually to appoint a Director as President to hold office until the commencement of the first annual general meeting following his appointment. Upon his appointment the President shall continue to be a Director. If during the course of any year the President shall cease to be a Director he shall thereupon cease to be President and the remaining Directors shall choose one of the Deputy Presidents to act as President until the next following annual general meeting.

The Company in annual general meeting shall have power to appoint and remove such person or persons as it shall think fit to be one or more Vice-Presidents, Patron or Patrons and Vice-Patrons of the Company and shall have in general meeting, both annual and extraordinary, power to appoint and remove such person or persons as it shall think fit to be three Deputy Presidents, provided that the persons to be appointed Deputy Presidents shall be Directors and shall cease to hold office as Deputy President upon ceasing to be a Director.

- (a) The Directors shall elect bi-annually or for such other term as the Directors may determine from amongst themselves such Honorary Officers as the Directors may decide, each of whom shall hold office until commencement of the second meeting of the Directors after the annual general meeting next following his appointment when he shall retire provided that the Directors may by a majority vote remove any such Honorary Officer so elected prior to the expiry of his elected term. An Honorary Officer so retiring shall (so long as he remains a Director) be eligible for re-election. The President of the Company appointed pursuant to Article 9(a) shall also be appointed chairman of the Directors.

11 Investments

The Directors shall have powers from time to time to appoint on such terms (including provision for reasonable remuneration) as they shall in their discretion think fit any person or persons who the Directors reasonably believe to be qualified by his ability in the practical experience of financial matters to be the Company's investment adviser for the purpose of advising the Directors in relation to the investments of the Company and managing such investment. The Directors may make such arrangement as they think fit for any investment of the Company or income from those investments to be held by a corporate body as the Company's nominee and pay reasonable and proper remuneration to any corporate body acting as such nominee.

In making such arrangements as are described above the Directors shall ensure that

- (i) the terms of any delegation of power are clearly stated in writing and contain adequate control mechanisms, and

such delegation extends only to such things as the Directors have power to do, and

the terms of any such delegation are strictly enforced by the Directors

12. Seal

- (i) If the Company 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 or by a second Director.

13. Minutes

- (i) The Directors must keep minutes of all
appointments of officers made by the Directors,
proceedings at general meetings,
meetings of the Directors and committees of Directors including
 - (i) the names of the Directors present at the meeting,
the decisions made at the meetings, and
where appropriate the reasons for the decisions

14. Accounts

- (a) The Directors must prepare for each financial year accounts as required by the Act. 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.
- (b) The Directors must keep accounting records as required by the Act.

15 Annual report and return and register of charities

- (a) The Directors must comply with the requirements of the Charities Act 1993 with regard to
 - (i) the transmission of the statements of account to the Company,
 - (ii) the preparation of an annual report and its transmission to the Commission,
 - (iii) the preparation of an annual return and its transmission to the Commission
- (b) The Directors must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities

16. Notices

- (a) Any notice to be given to or by any person pursuant to these articles
 - (i) must be in writing, or
 - (ii) must be given using electronic communications (which term shall include fax or email)
- (b) The Company may give any notice to a member either
 - (i) personally, or
 - (ii) by sending it by post in a prepaid envelope addressed to the member at his or her address or,
 - (iii) by leaving it at the address of the member, or
 - (iv) by giving it using electronic communications to an address notified by the member to the Company for these purposes
- (c) A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company
- (d) A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called

Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given

Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given

A notice shall be deemed to be given

- (i) 48 hours after the envelope containing it was posted, or
in the case of an electronic communication, 48 hours after it was sent

17 Indemnity

- (i) The Company shall indemnify every Director or other officer or auditor of the Company against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

18 Rules

The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company

The bye laws may regulate the following matters but are not restricted to them

- (i) the admissions of members of the Company and the rights and privileges of such members, and the entrance fees, subscriptions and the other fees or payments to be made by members,

the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers,

the setting aside of the whole or any part or parts of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,

the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these articles,
- (ii) generally, all such matters as are commonly the subject matter of Company rules

The Company in general meeting has the power to alter, add to or repeat the rules or bye laws

The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company

The rules or bye laws, shall be binding on all members of the Company No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or these articles

19. Dissolution

19 1 Every member of the Company undertakes to contribute such amount as may be required (not exceeding one pound) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves

19 2 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed

among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Article 2 2 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object

- 19 3 **For the avoidance of doubt, nothing in these articles shall authorise an application of the property of the Company for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005**

Company Number 2163894

A Private Company Limited by Guarantee and not having a share capital

Articles of Association

of
**Ben-Motor and Allied Trades
Benevolent Fund**

Registered Chanty Number 297877

Incorporated on 14 September 1987

Adopted by Written Resolution passed on

Field Fisher Waterhouse LLP 35 Vine Street London EC3N 2AA

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1 Definitions and Interpretation

1.1 The Company's name is "BEN-MOTOR AND ALLIED TRADES BENEVOLENT FUND"

1.2 The Company's registered office is to be situated in England

1.3 Definitions

In these articles

"**the Act**" means the Companies Act 2006,

"**address**" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Company,

"**the Company**" means the company intended to be regulated by these articles,

"**charitable purpose**" is one regarded as charitable both in the law of England and Wales and in the law of Scotland and the term "charitable" is to be interpreted in accordance with both the law of England and Wales and the law of Scotland

"**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,

"**the Commission**" means the Charity Commissioners for England and Wales,

"**the Directors**" means the directors of the Company. The directors are Company trustees as defined by Section 97 of the Charities Act 1993,

"**officers**" includes the Directors and the secretary,

"**the seal**" means the common seal of the Company if it has one,

"**secretary**" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary, and

"**the United Kingdom**" means Great Britain and Northern Ireland

1.4 Interpretation

- (a) Words importing one gender shall include all genders, and the singular includes the plural and vice versa
- (b) Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Company

- (c) 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

2 Company's Objects

2 1 The Company's objects are to relieve distress and financial hardship by the provision of

2 1 1 financial support and facilities to people resident in the UK or the Republic of Ireland who

- (a) are working or have worked in a qualifying trade or industry, or
- (b) are members of a qualifying organisation, or
- (c) are close dependants of any such person

2 1 2 facilities (to the extent that these are not required for the benefit of people who qualify for assistance under Article 2 1 1) for the benefit of people who do not so qualify

and for the purposes of these objects

- (i) residence in the UK or the Republic of Ireland shall mean residence which entitles the resident to claim Housing Benefit in the UK or the equivalent benefit in the Republic of Ireland
- (ii) a qualifying trade or industry shall mean motor, agricultural, engineering, cycle and allied trades and industries, including any trade, business, occupation, profession or association which provides financial, insurance or other services, or which originates or publishes material relating to the said trades and industries, or whose activities or any of them are ancillary to or connected with those trades and industries For the purpose of these objects "motor, agricultural, engineering, cycle and allied trades and industries" shall include any individual or body engaged in the manufacture, sale, repair or service of agricultural and garden machinery and equipment, caravans, coachwork, commercial vehicles, cycles, garage and service equipment, motor cars, motor coaches, motor cycles, omnibuses, tractors, lubricants or propulsion fuel of any of them, and the component parts of any of them or, in the case of an individual or body only partially so engaged, only those engaged solely in such production, sale or service
- (iii) a qualifying organisation shall mean the Institute of the Motor Industry and the Automobile Division of the Institute of Mechanical Engineers
- (iv) a close dependant shall mean an individual who relies on such person for financial or other support who, subject to exceptional circumstances, resides with such person and in any event to include the spouse, civil partner, co-habitee, widow, widower, children and parents of such person

2 1 3 In furtherance of the above objects but not further or otherwise the Company shall have the following powers

- (A) To provide financial assistance and make grants and donations by means of gift, pension or loan (either secured or unsecured)

- (B) To provide, maintain and administer nursing, residential and hostel accommodation, housing and day centres
- (C) To acquire the undertaking of the unincorporated association known as "The Motor and Cycle Trades Benevolent Fund" ("the Fund") and to acquire the whole or any part of the real and personal property currently held by Custodian Trustees on trust on behalf of the Fund
- (D) To procure commission print record publish issue and distribute whether in conjunction with any other persons or companies or otherwise and whether gratuitously or otherwise books pamphlets leaflets newspapers advertisements films broadcasts gramophone recordings or other forms of publications or recording desirable for the promotion of the Company's objects
- (E) Subject to such consents as may be required by law to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit
- (F) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise, provided that the Company shall not undertake any permanent trading activities in raising funds for the above objects
- (G) To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law
- (H) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects
- (I) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects
- (J) Subject to Article 2.2 hereof, to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company
- (K) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants
- (L) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its Constitution prohibits the distribution of its income

and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Article 2 2 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body

- (M) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes to such charitable trusts, associations or institutions in any way connected with or calculated to further any of the objects of the Company provided always that the Company shall have the power to act as an Agent for the purposes of Section 27 of the Finance Act 1986 (Donations Under a Payroll Deduction Scheme) as the same shall be enacted or modified from time to time and the Company shall further have the power within its capacity as Agent to authorise donations to other charities
- (N) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate
- (O) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company
- (P) To establish where necessary local branches (whether autonomous or not)
- (Q) From time to time to make beds available in any residential centre belonging to the Company for persons in need of acute, post operative and rehabilitative care at such fees as it thinks fit Provided that the accommodation of such persons shall not either
 - (a) be inconsistent with or calculated to impede the objects of the charity, or
 - (b) constitute any part of the object of the charity
- (R) To do all such other lawful things as are necessary for the attainment of the above objects or any of them

Provided that

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
- (ii) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

2 2 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred, directly

or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company, and no member of the Management Board or other Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company

Provided that nothing herein shall prevent any payment in good faith by the Company

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Management Board or other Governing Body) for any services rendered to the Company,
- (b) of interest on money lent by any member of the Company or of its Management Board or other Governing Body at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Management Board or other Governing Body,
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Management Board or other Governing Body,
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Management Board or other Governing Body may also be a member holding not more than 1/100th part of the capital of that Company, and
- (e) of fees, remuneration or other benefit in money or money's worth directly or indirectly to a member of the Management Board or other Governing Body for goods or services provided that such member was prior to his election or appointment already supplying goods or services to the Fund and/or the Company at a price not exceeding the fair market price on normal trade terms, and further that such member of the Management Board or other Governing Body shall absent himself from any meeting during the discussion of such supply and shall refrain from voting on the matter, and
- (f) to any member of its Management Board or other Governing Body of reasonable out-of-pocket expenses

2 3 No addition, alteration or amendment shall be made to these Articles of Association that would have the effect of causing the Company to cease to be charitable at law

3 Members

3 1 Limited liability

The liability of the members is limited

3 2 First members

The subscribers to the memorandum are the first members of the Company

3 3 Additional members

Membership is open to other individuals or organisations who

- (a) apply to the Company in the form required by the Directors, and
- (b) are approved by the Directors

except that no paid employee whether in full or part-time employment of the Company shall be eligible for membership of the Company or as a Director

3 4 Refusal of membership

- (a) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application
- (b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
- (c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final

3 5 Membership not transferable

Membership is not transferable to anyone else

3 6 Register of members

The Directors must keep a register of names and addresses of the members

4 Classes of Members

4 1 Creation of classes of members

- (a) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members
- (b) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership

4 2 Variation of rights of members

The rights attached to a class of membership may only be varied if

- (a) three-quarters of the members of that class consent in writing to the variation, or
- (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation

4 3 Meetings of classes of members

The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

5 Termination of membership

Membership is terminated if

- (a) the member dies or, if it is an organisation, ceases to exist,

- (b) the member resigns by written notice to the Company unless, after the resignation, there would be less than two members,
- (c) any sum due from the member to the Company is not paid in full within six months of it falling due,
- (d) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Company that his or her membership is terminated. A resolution to remove a member from membership may only be passed if
 - (i) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed, and
 - (ii) the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting

6 General meetings

6.1 General

- (a) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings
- (b) All general meetings other than annual general meetings shall be called extraordinary general meetings

6.2 Calling of general meetings

The Directors may call an extraordinary general meeting at any time

6.3 Notice of general meetings

- (a) The minimum periods of notice required to hold a general meeting of the Company are
 - (i) twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
 - (ii) fourteen clear days for all other extraordinary general meetings
- (b) A general meeting may be called by shorter notice if it is so agreed
 - (i) in the case of an annual general meeting, by all the members entitled to attend and vote, and
 - (ii) in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 per cent of the total voting rights
- (c) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so
- (d) The notice must be given to all the members and to the Directors and auditors

Comment [XL11] By keeping this clause the Company is restricting itself and is doing more than the 2006 requires. This is a very strict procedure

Comment [XL12] The 2006 Act has lowered this to 90 – should we change this? Otherwise the Company is again restricting itself above what is required from the law

6.4 Validity of proceedings

The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company

6.5 Quorum

- (a) No business shall be transacted at any general meeting unless a quorum is present
- (b) A quorum is
 - (i) seven members entitled to vote upon the business to be conducted at the meeting, or
 - (ii) one tenth of the total membership at the timewhichever is the greater
- (c) The authorised representative of a member organisation shall be counted in the quorum
- (d) If
 - (i) a quorum is not present within half an hour from the time appointed for the meeting, or
 - (ii) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the Directors shall determine
- (e) 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
- (f) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting

6.6 Chairman

- (a) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors
- (b) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting
- (c) If there is only one Director present and willing to act, he or she shall chair the meeting
- (d) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting

6.7 Adjournment

- (a) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- (b) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution
- (c) 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
- (d) 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

6.8 Voting procedure

- (a) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
 - (i) by the person chairing the meeting, or
 - (ii) by at least two members having the right to vote at the meeting, or
 - (iii) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting
- (b) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
- (c) The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded
- (d) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
- (e) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made
- (f) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll
- (g) On a poll votes may be given either personally or by proxy
- (h) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- (i) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
- (j) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
- (k) The poll must be taken within thirty days after it has been demanded

- (l) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- (m) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting
- (n) If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have

6 9 Votes of members

Comment [XL13] This is dealt with in the act

- (a) Subject to Articles 4 and 15 and the next paragraph, every member present in person or by proxy, whether an individual or an organisation shall have one vote
- (b) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Company
- (c) 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

6 10 Proxy

- (a) The appointment of a proxy shall be in such form as the Directors shall determine and shall be deemed to confer authority to demand or join in demanding a poll
- (b) The appointment of a proxy and any authority under which it is executed may
 - (i) in the case of an instrument in writing be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
 - (ii) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications
 - (A) in the notice convening the meeting, or
 - (B) in any instrument of proxy sent out by the Company in relation to the meeting, or
 - (C) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting

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,
 - (iii) in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll,

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

6.11 Organisation representatives

- (a) Any organisation that is a member of the Company may nominate any person to act as its representative at any meeting of the Company
- (b) The organisation must give written notice to the Company of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company. The nominee may continue to represent the organisation until written notice to the contrary is received by the Company.
- (c) Any notice given to the Company will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the nominee has been properly appointed by the organisation.

7 Directors

7.1 Qualifications of a Director

- (a) A Director must be a natural person aged 18 years or older.
- (b) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 7.7.

7.2 Number of Directors

The maximum number of Directors shall be sixteen (unless otherwise determined by ordinary resolution). The minimum number of Directors shall be six (unless otherwise determined by ordinary resolution).

7.3 Alternate Directors

A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

7.4 Powers of Directors

- (a) The Directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Act, these articles or any special resolution.
- (b) No alteration of these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (c) 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.

7.5 Retirement

- (a) At each annual general meeting one-third of the Directors or, if their number is now three or a multiple of three, the number nearest to one third must retire from office. If there is only one Director he or she must retire.
- (b) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (c) If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

7.6 Appointment of Directors

- (a) The Company may by ordinary resolution
 - (i) appoint a person who is willing to act to be a Director, and
 - (ii) determine the rotation in which any additional Directors are to retire.
- (b) No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless
 - (i) he or she is recommended for re-election by the Directors, or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Company is given a notice that
 - (A) is signed by a member entitled to vote at the meeting,
 - (B) states the member's intention to propose the appointment of a person as a Director,
 - (C) contains the details that, if the person were to be appointed the Company would have to file at Companies House, and
 - (D) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (c) All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
- (d) The Directors may appoint a person who is willing to act to be Director.
- (e) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.
- (f) The appointment of a Director, whether by the Company in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

7.7 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 Act or is prohibited by law from being a director,
- (b) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
- (c) ceases to be a member of the Company,
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
- (e) resigns as a Director by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect),
- (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,
- (g) is requested to resign by a resolution of the Directors passed by a three fourths majority of the Directors present at a meeting of which at least fourteen days' notice in writing indicating the intention to propose such a resolution shall have been given, or
- (h) reaches the age of 75

Comment [XL14] I am not sure if it is now lawful to include age limits on Directors – would need to check further if you wanted me too. The Companies Act 2006 does not place restrictions on age

7 8 Directors' remuneration

The Directors shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors, general meetings or in connection with the business of the Company

8 Proceedings of Directors

8 1 General

- (a) The Directors may regulate their proceedings as they think fit, subject to the provisions of these Articles
- (b) Any Director may call a meeting of the Directors
- (c) The secretary must call a meeting of the Directors if requested to do so by a Director
- (d) A Director may participate in a meeting of the Directors or of a committee of which he is a member by telephone, video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in a meeting in this manner is treated as presence in person at the meeting

8 2 Voting

- (a) Questions arising at a meeting shall be decided by a majority of votes
- (b) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote

8 3 Quorum

- (a) 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
- (b) The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors
- (c) 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
- (d) 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

8 4 Chairman

- (a) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment
- (b) If no-one has been appointed to chair the meetings of the Directors or if the person appointed is unwilling to preside or is 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
- (c) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors

8 5 Written resolutions

- (a) A resolution in writing signed by 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
- (b) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors

8 6 Delegation

- (a) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book
- (b) The Directors may impose conditions when delegating, including the conditions that
 - (i) the relevant powers are to be exercised exclusively by the committee to whom they delegate, and
 - (ii) no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the Directors
- (c) The Directors may revoke or alter a delegation

- (d) All acts and proceedings of any committees must be fully and promptly reported to the Directors

8 7 Conflicts of interest

- (a) A Director must 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 Company and any personal interest (including but not limited to any personal financial interest)
- (b) Subject to paragraph (c), all acts done by a meeting of Directors, or of a committee or Directors, shall be valid notwithstanding the participation in any vote of a Director
 - (i) who was disqualified from holding office,
 - (ii) who had previously retired or who had been obliged by the constitution to vacate office,
 - (iii) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise
 - (iv) if without the vote of that Director and that Director being counted in the quorum the decision has been made by a majority of the Directors at a quorate meeting
- (c) Paragraph (b) does not permit a Director 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 paragraph (b), the resolution would have been void, or if the Director has not complied with paragraph (a)
- (d) A Director shall not vote in respect of any contract in which he is interested or any matter arising from it, and if he does so vote his vote shall not count

9 Honorary officers

- (a) The Company in annual general meeting shall have power annually to appoint a Director as President to hold office until the commencement of the first annual general meeting following his appointment. Upon his appointment the President shall continue to be a Director. If during the course of any year the President shall cease to be a Director he shall thereupon cease to be President and the remaining Directors shall choose one of the Deputy Presidents to act as President until the next following annual general meeting
- (b) The Company in annual general meeting shall have power to appoint and remove such person or persons as it shall think fit to be one or more Vice-Presidents, Patron or Patrons and Vice-Patrons of the Company and shall have in general meeting, both annual and extraordinary, power to appoint and remove such person or persons as it shall think fit to be three Deputy Presidents, provided that the persons to be appointed Deputy Presidents shall be Directors and shall cease to hold office as Deputy President upon ceasing to be a Director
- (c) The Directors shall elect bi-annually or for such other term as the Directors may determine from amongst themselves a Treasurer, Deputy Treasurer and such other Honorary Officers as the Directors may decide, each of whom shall hold office until

commencement of the second meeting of the Directors after the annual general meeting next following his appointment when he shall retire provided that the Directors may by a majority vote remove any such Honorary Officer so elected prior to the expiry of his elected term. An Honorary Officer so retiring shall (so long as he remains a Director) be eligible for re-election. The President of the Company appointed pursuant to Article 9(a) shall also be appointed chairman of the Directors.

10 Investments

- (a) The Directors shall have powers from time to time to appoint on such terms (including provision for reasonable remuneration) as they shall in their discretion think fit any person or persons who the Directors reasonably believe to be qualified by his ability in the practical experience of financial matters to be the Company's investment adviser for the purpose of advising the Directors in relation to the investments of the Company and managing such investment. The Directors may make such arrangement as they think fit for any investment of the Company or income from those investments to be held by a corporate body as the Company's nominee and pay reasonable and proper remuneration to any corporate body acting as such nominee.
- (b) In making such arrangements as are described above the Directors shall ensure that
 - (i) the terms of any delegation of power are clearly stated in writing and contain adequate control mechanisms, and
 - (ii) such delegation extends only to such things as the Directors have power to do, and
 - (iii) the terms of any such delegation are strictly enforced by the Directors.

11 Seal

If the Company 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 or by a second Director.

12 Minutes

The Directors must keep minutes of all

- (a) appointments of officers made by the Directors,
- (b) proceedings at general meetings,
- (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.

13 Accounts

- (a) The Directors must prepare for 399) of the Act 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
- (b) The Directors must keep accounting records as required by sections 386 and 388 of the Act

14 Annual report and return and register of charities

- (a) The Directors must comply with the requirements of the Charities Act 1993 with regard to
 - (i) the transmission of the statements of account to the Company,
 - (ii) the preparation of an annual report and its transmission to the Commission,
 - (iii) the preparation of an annual return and its transmission to the Commission
- (b) The Directors must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities

15 Notices

- (a) Any notice to be given to or by any person pursuant to these Articles
 - (i) must be in writing, or
 - (ii) must be given using electronic communications (which term shall include fax or email)
- (b) The Company may give any notice to a member either
 - (i) personally, or
 - (ii) by sending it by post in a prepaid envelope addressed to the member at his or her address or,
 - (iii) by leaving it at the address of the member, or
 - (iv) by giving it using electronic communications to an address notified by the member to the Company for these purposes
- (c) A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company
- (d) A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called
- (e) Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given

- (f) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given
- (g) A notice shall be deemed to be given
 - (i) 48 hours after the envelope containing it was posted, or
 - (ii) in the case of an electronic communication, 48 hours after it was sent

16 Indemnity

The Company shall indemnify every Director or other officer or auditor of the Company against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

17 Rules

- (a) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company
- (b) The bye laws may regulate the following matters but are not restricted to them
 - (i) the admissions of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and the other fees or payments to be made by members,
 - (ii) the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers,
 - (iii) the setting aside of the whole or any part or parts of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,
 - (iv) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles,
 - (v) generally, all such matters as are commonly the subject matter of Company rules
- (c) The Company in general meeting has the power to alter, add to or repeat the rules or bye laws
- (d) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company
- (e) The rules or bye laws, shall be binding on all members of the Company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or these Articles

18 Dissolution

- 18 1 Every member of the Company undertakes to contribute such amount as may be required (not exceeding one pound) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves
- 18 2 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Article 2 2 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object For the avoidance of doubt the system of law governing the constitution of the Company is the law of England and Wales.

Comment [XL15] This clause is quite unusual for Articles Unless the company trades overseas and is a Plc and is worried that its articles will be challenged in another jurisdiction

Company number 2163894

A private company limited by guarantee and not having a share capital

Articles of Association

of

1 Ben-Motor and Allied Trades Benevolent Fund

1- Registered Charity Number 297877

2- Incorporated on 14 September 1987

3- (as adopted by special resolution dated 2012)

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Field Fisher Waterhouse LLP, 35 Vine Street London EC3N 2AA

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4.2 Definitions and interpretation

4.22 1 The Company's name is "BEN-MOTOR AND ALLIED TRADES BENEVOLENT FUND"

4.22 2 The Company's registered office is situated in England

4.32 3 Definitions

In these articles of association ("these articles")

□ "the Act" means the Companies Act 2006,

□ "address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Company,

"the Company" means the company intended to be regulated by these articles.

"charitable purpose" is one regarded as charitable both in the law of England and Wales and in the law of Scotland and the term "charitable" is to be interpreted in accordance with both the law of England and Wales and the law of Scotland means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 For the avoidance of doubt, the system of law governing the constitution of the Company, is the law of England and Wales.

"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,

□ "the Commission" means the Charity Commissioners for England and Wales,

"connected person" means any person described in section 188 of the Charities Act 2011 as if references there to a trustee were to a Director,

"the Directors" means the directors of the Company The directors are charity trustees as defined by Section 97 of the Charities Act 1993,

□ "officers" includes the Directors and the secretary,

□ "the seal" means the common seal of the Company if it has one,

□ "secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary, and

□ "the United Kingdom" means Great Britain and Northern Ireland

4.42 4 Interpretation

(a) Words importing one gender shall include all genders, and the singular includes the plural and vice versa

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(b) Unless the context otherwise requires, words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Company

(c) 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

2.3 Company's objects and powers

Objects

2-13 1 The Company's objects are to relieve distress and financial hardship by the provision of

2-1-13 1 1 financial support and facilities to people resident in the UK or the Republic of Ireland who

(a) are working or have worked in a qualifying trade or industry, or

(b)(a) are members of a qualifying organisation, or

(c)(b) are close dependants of any such person

2-1-23 1 2 facilities (to the extent that these are not required for the benefit of people who qualify for assistance under Article 2 1 1) for the benefit of people who do not so qualify

and for the purposes of these objects

(i) residence in the UK or the Republic of Ireland shall mean residence which entitles the resident to claim Housing Benefit in the UK or the equivalent benefit in the Republic of Ireland,

(ii) a qualifying trade or industry shall mean motor, agricultural, engineering, cycle and allied trades and industries, including any trade, business, occupation, profession or association which provides financial, insurance or other services, or which originates or publishes material relating to the said trades and industries, or whose activities or any of them are ancillary to or connected with those trades and industries. For the purpose of these objects "motor, agricultural, engineering, cycle and allied trades and industries" shall include any individual or body engaged in the manufacture, sale, repair or service of agricultural and garden machinery and equipment, caravans, coachwork, commercial vehicles, cycles, garage and service equipment, motor cars, motor coaches, motor cycles, omnibuses, tractors, lubricants or propulsion fuel of any of them, and the component parts of any of them or, in the case of an individual or body only partially so engaged, only those engaged solely in such production, sale or service, and-

(iii) a qualifying organisation shall mean the Institute of the Motor Industry and the Automobile Division of the Institute of Mechanical Engineers-

(iii) a close dependant shall mean an individual who relies on such person for financial or other support who, subject to exceptional circumstances, resides

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with such person and in any event to include the spouse, civil partner, co-habitee, widow, widower, children and parents of such person

Powers

2-4-33 1.3 In furtherance of the above objects but not further or otherwise the Company shall have the power to do all such lawful things as are necessary, conducive or incidental for the attainment of the above objects or any of them. In particular, it shall have the following powers

- (A) to provide financial assistance and make grants and donations by means of gift, pension or loan (either secured or unsecured),
- (B) to provide, maintain and administer facilities, or assist in the provision, maintenance and administration of facilities, as the Directors think fit and on such terms as the Directors think fit,
 - nursing, residential and hostel accommodation (including other self-contained living accommodation),
 - housing and related facilities,
 - day centres and other meeting, amenity, transport and event facilities,
 - care, treatment, therapy, respite, post-operative, rehabilitative and retirement facilities, and
 - leisure, education and cultural facilities,-
- (C) subject to such consents as may be required by law to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit,
- (D) to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise, provided that the Company shall not undertake any taxable permanent trading activities in raising funds for the above objects,
- (E) to invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law,
- (F) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain, demolish, equip and alter any buildings or erections which the Company may think necessary for the promotion of its objects,
- (G) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects,

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- (H) subject to Article 2 2 hereof, to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company,
- (I) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants,
- (J) to subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Article 2 2 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body,
- (K) to establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes to such charitable trusts, associations or institutions in any way connected with or calculated to further any of the objects of the Company provided always that the Company shall have the power to act as an Agent for the purposes of Section 27 of the Finance Act 1986 (Donations Under a Payroll Deduction Scheme) as the same shall be enacted or modified from time to time and the Company shall further have the power within its capacity as Agent to authorise donations to other charities,
- (L) to do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate,
- (M) to establish where necessary local branches (whether autonomous or not), and
- (N) from time to time to make beds available in any care centre belonging to the Company for persons in need of care at such fees as it thinks fit **Provided that** the accommodation of such persons shall not either
 - (a) be inconsistent with or calculated to impede the objects of the charity, or
 - (b) constitute any part of the object of the charity

Provided that

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- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
- (ii) The objects of the Company shall not extend to the involvement in any disputes between workers and employers or organisations of workers and organisations of employers

In this article "facilities" includes (without limitation) premises, centres, equipment and services

2-23.2 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company, and no Director or member of any other governing body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company

Provided that this does not prevent either a member of the Company or a Director receiving a benefit from the Company in the capacity of a beneficiary (as long as, in the case of a Director, a majority of the Directors do not benefit in this way and a Director absents himself from any meeting that discusses such benefit to him) and nothing herein shall prevent any payment in good faith by the Company

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a Director or member of any other governing body) for any services rendered to the Company,
- (b) of interest on money lent by any member of the Company or Director or member of any other governing body at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Directors or any other governing body,
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or a Director or member of any other governing body,
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a Director or member of any other governing body may also be a member holding not more than 1/100th part of the capital of that Company,
- (e) of fees, remuneration or other benefit in money or money's worth directly or indirectly to a Director or member of any other governing body for goods or services provided that such member was prior to his election or appointment already supplying goods or services to the Company at a price not exceeding the fair market price on normal trade terms, and further that such Director or member of any other governing body shall absent himself from any meeting during the discussion of such supply and shall refrain from voting on the matter,
- (f) to any Director or member of any other governing body of reasonable out-of-pocket expenses,
- (g) to any Director or connected person (whether or not also a member of the Company) pursuant to a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Company where that is permitted in accordance with, and subject to the conditions in, sections 185 to 186 of the Chantes

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Act 2011 and for this purpose the Company includes any company in which the Company

(i) holds more than 50% of the shares, or

(ii) controls more than 50% of the voting rights attached to the shares, or

(iii) has the right to appoint one or more members of the Company to the board of the company, or

(h) if the payment is otherwise permitted by these articles or authorised by either the Court or the Commission

2-33 3 No addition, alteration or amendment shall be made to these articles that would have the effect of causing the Company to cease to be charitable at law

3-4 Members

3-14 1 Limited liability

The liability of the members is limited

3-2 Members

(c) Membership is open to individuals who

~~(a)~~ apply to the Company in the form required by the Directors, and

~~(b)~~ are approved by the Directors

(1) except that no paid employee whether in full or part-time employment of the Company shall be eligible for membership of the Company or as a Director

3-34 2 Refusal of membership

~~(a)~~ The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application

~~(b)~~ The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision

~~(c)~~ The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final

3-44 3 Membership not transferable

(d) Membership is not transferable to anyone else

3-54 4 Register of members

(e) The Directors must keep a register of names and addresses of the members

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4.5 Classes of members

4.5.1 Creation of classes of members

(a) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members

(b) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership

4.5.2 Variation of rights of members

(f) The rights attached to a class of membership may only be varied if

(a) three-quarters of the members of that class consent in writing to the variation, or

(b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

4.5.3 Meetings of classes of members

(g) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

5.6 Termination of membership

Membership is terminated if

(a) the member dies, or,

(b) the member resigns by written notice to the Company unless, after the resignation, there would be less than two members,

(c) any sum due from the member to the Company is not paid in full within six months of it falling due,

(d) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Company that his or her membership is terminated. A resolution to remove a member from membership may only be passed if

(i) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed, and

(ii) the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting

6.7 General meetings

6.7.1 General

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~~(a)~~ An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings

~~(b)~~ All general meetings other than annual general meetings shall be called extraordinary general meetings

6-27 1 Calling of general meetings

The Directors may call an extraordinary general meeting at any time

6-37 2 Notice of general meetings

(a) The minimum periods of notice required to hold a general meeting of the Company are

(i) fourteen clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution,

~~(ii)~~ fourteen clear days for all other extraordinary general meetings

(b) A general meeting may be called by shorter notice if it is so agreed

(i) in the case of an annual general meeting, by all the members entitled to attend and vote, and

(ii) in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 per cent of the total voting rights

(c) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so

(d) The notice must be given to all the members and to the Directors and auditors

6-47 3 Validity of proceedings

~~(h)~~ The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company

6-57 4 Quorum

(a) No business shall be transacted at any general meeting unless a quorum is present

(b) A quorum is

(i) seven members entitled to vote upon the business to be conducted at the meeting, or

(ii) one tenth of the total membership at the time

whichever is the greater

(c) If

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(i) _____ a quorum is not present within half an hour from the time appointed for the meeting, or

~~(ii)~~ during a meeting a quorum ceases to be present,

• _____ the meeting shall be adjourned to such time and place as the Directors shall determine

(d) 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

(e) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting

6-67 5 Chairman

(a) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors

(b) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting

(c) If there is only one Director present and willing to act, he or she shall chair the meeting

6-77 6 Adjournment

~~(a)~~ The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned

~~(b)~~ The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution

~~(c)~~ 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

~~(d)~~ 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

6-87 7 Voting procedure

~~(a)~~ Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded

(i) _____ by the person chairing the meeting, or

~~(ii)~~ by at least two members having the right to vote at the meeting, or

~~(iii)~~ by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting

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- ~~(b)~~ The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
- ~~(c)~~ The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded
- ~~(d)~~ A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
- ~~(e)~~ If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made
- ~~(f)~~ A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll
- ~~(g)~~ On a poll votes may be given either personally or by proxy
- ~~(h)~~ The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- ~~(i)~~ A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
- ~~(j)~~ A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
- ~~(k)~~ The poll must be taken within thirty days after it has been demanded
- ~~(l)~~ If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- ~~(m)~~ If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting
- ~~(n)~~ If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have

6-97 8 Votes of members

- (a) Subject to Articles 4 and 15 and the next paragraph, every member present in person or by proxy shall have one vote
- ~~(b)~~ No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Company
- ~~(c)~~ 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

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6-107.9 Proxy

(a) The appointment of a proxy shall be in such form as the Directors shall determine and shall be deemed to confer authority to demand or join in demanding a poll

(b) The appointment of a proxy and any authority under which it is executed may

(i) _____ in the case of an instrument in writing be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

(ii) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications

(A) in the notice convening the meeting, or

(B) in any instrument of proxy sent out by the Company in relation to the meeting, or

(C) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting

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,

(iii) in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll,

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

7.8 Directors

7.1 Qualifications of a Director

(a) A Director must be a natural person aged 18 years or older

(b)(a) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 7.7

7.2 Number of Directors

(i) _____ The maximum number of Directors shall be seventeen (unless otherwise determined by ordinary resolution). The minimum number of Directors shall be six (unless otherwise determined by ordinary resolution)

7.3 Alternate directors

(i) _____ A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors

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7-48 2 Powers of Directors

- (a) The Directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Act, these articles or any special resolution
- (b) No alteration of these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors

~~(c)~~ 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

7-58 3 Retirement

~~(a)~~ At each annual general meeting one-third of the Directors or, if their number is ~~now not~~ three or a multiple of three, the number nearest to one third must retire from office. If there is only one Director he or she must retire

~~(b)~~ The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot

~~(c)~~ If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting

7-68 4 Appointment of Directors

- (a) The Company may by ordinary resolution

(i) _____ appoint a person who is willing to act to be a Director, and

~~(ii)~~ determine the rotation in which any additional Directors are to retire

~~(b)~~ No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless

(i) _____ he or she is recommended for re-election by the Directors, or

~~(ii)~~ not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Company is given a notice that

~~(A)~~ is signed by a member entitled to vote at the meeting,

~~(B)~~ states the member's intention to propose the appointment of a person as a Director,

~~(C)~~ contains the details that, if the person were to be appointed the Company would have to file at Companies House, and

~~(D)~~ is signed by the person who is to be proposed to show his or her willingness to be appointed

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(c)(b) All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation

(d)(c) The Directors may appoint a person who is willing to act to be Director

(e)(d) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation

(f)(e) The appointment of a Director, whether by the Company in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors

7-78 5 Disqualification and removal of Directors

(k) A Director shall cease to hold office if he or she

(a) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director,

(b) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),

(c) ceases to be a member of the Company,

(d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,

(e) resigns as a Director by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect),

(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,

(g) is requested to resign by a resolution of the Directors passed by a three fourths majority of the Directors present at a meeting of which at least fourteen days' notice in writing indicating the intention to propose such a resolution shall have been given, or

(h) reaches the age of 75

7-88 6 Directors' remuneration

The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors, general meetings or in connection with the business of the Company

8-9 Proceedings of Directors

8-49 1 General

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- (a) The Directors may regulate their proceedings as they think fit, subject to the provisions of these articles
- (b) Any Director may call a meeting of the Directors
- (c) The secretary must call a meeting of the Directors if requested to do so by a Director
- (d) A Director may participate in a meeting of the Directors or of a committee of which he is a member by telephone, video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in a meeting in this manner is treated as presence in person at the meeting

8.2 Voting

- (a) Questions arising at a meeting shall be decided by a majority of votes
- (b) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote

8.3 Quorum

- (a) 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
- (b) The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors
- (c) 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
- (d) 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

8.4 Chairman

- (a) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment
- (b) If no-one has been appointed to chair the meetings of the Directors or if the person appointed is unwilling to preside or is 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
- (c) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors

8.5 Written resolutions

(a) A resolution in writing signed by 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

(b) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors

8.6 Delegation

(a) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book

(b) The Directors may impose conditions when delegating, including the conditions that

(i) the relevant powers are to be exercised exclusively by the committee to whom they delegate, and

(ii) no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the Directors

(c) The Directors may revoke or alter a delegation

(d) All acts and proceedings of any committees must be fully and promptly reported to the Directors

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8.7 Conflicts of interest

(a) A Director must 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 Company and any personal interest (including but not limited to any personal financial interest)

(a)(b) Subject to paragraph (c), 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

(i) who was disqualified from holding office,

(ii) who had previously retired or who had been obliged by the constitution to vacate office,

(iii) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise

(iv) if without the vote of that Director and that Director being counted in the quorum the decision has been made by a majority of the Directors at a quorate meeting

(c) Paragraph (b) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors

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if, but for paragraph (b), the resolution would have been void, or if the Director has not complied with paragraph (a)

- (d) A Director shall not vote in respect of any contract in which he is interested or any matter arising from it, and if he does so vote his vote shall not count

9.10 Honorary officers

- (a) The Company in annual general meeting shall have power annually to appoint a Director as President to hold office until the commencement of the first annual general meeting following his appointment. Upon his appointment the President shall continue to be a Director. If during the course of any year the President shall cease to be a Director he shall thereupon cease to be President and the remaining Directors shall choose one of the Deputy Presidents to act as President until the next following annual general meeting.

- (b) The Company in annual general meeting shall have power to appoint and remove such person or persons as it shall think fit to be one or more Vice-Presidents, Patron or Patrons and Vice-Patrons of the Company and shall have in general meeting, both annual and extraordinary, power to appoint and remove such person or persons as it shall think fit to be three Deputy Presidents, provided that the persons to be appointed Deputy Presidents shall be Directors and shall cease to hold office as Deputy President upon ceasing to be a Director.

- (c)(a) The Directors shall elect bi-annually or for such other term as the Directors may determine from amongst themselves such Honorary Officers as the Directors may decide, each of whom shall hold office until commencement of the second meeting of the Directors after the annual general meeting next following his appointment when he shall retire provided that the Directors may by a majority vote remove any such Honorary Officer so elected prior to the expiry of his elected term. An Honorary Officer so retiring shall (so long as he remains a Director) be eligible for re-election. The President of the Company appointed pursuant to Article 9(a) shall also be appointed chairman of the Directors.

10.11 Investments

- (a) The Directors shall have powers from time to time to appoint on such terms (including provision for reasonable remuneration) as they shall in their discretion think fit any person or persons who the Directors reasonably believe to be qualified by his ability in the practical experience of financial matters to be the Company's investment adviser for the purpose of advising the Directors in relation to the investments of the Company and managing such investment. The Directors may make such arrangement as they think fit for any investment of the Company or income from those investments to be held by a corporate body as the Company's nominee and pay reasonable and proper remuneration to any corporate body acting as such nominee.

- (b) In making such arrangements as are described above the Directors shall ensure that

- (i) the terms of any delegation of power are clearly stated in writing and contain adequate control mechanisms, and

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~~(ii)~~ such delegation extends only to such things as the Directors have power to do, and

~~(iii)~~ the terms of any such delegation are strictly enforced by the Directors

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14-12 Seal

(i) If the Company 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 or by a second Director

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12-13 Minutes

(i) The Directors must keep minutes of all

~~(a)~~ appointments of officers made by the Directors,

~~(b)~~ proceedings at general meetings,

~~(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

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13-14 Accounts

(a) The Directors must prepare for each financial year accounts as required by the Act. 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

(b) The Directors must keep accounting records as required by the Act

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14-15 Annual report and return and register of charities

(a) The Directors must comply with the requirements of the Charities Act 1993 with regard to

(i) the transmission of the statements of account to the Company,

(ii) the preparation of an annual report and its transmission to the Commission,

(iii) the preparation of an annual return and its transmission to the Commission

(b) The Directors must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities

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15-16 Notices

- (a) Any notice to be given to or by any person pursuant to these articles
- (i) must be in writing, or
 - (ii) must be given using electronic communications (which term shall include fax or email)
- (b) The Company may give any notice to a member either
- (i) personally, or
 - (ii) by sending it by post in a prepaid envelope addressed to the member at his or her address or,
 - (iii) by leaving it at the address of the member, or
 - (iv) by giving it using electronic communications to an address notified by the member to the Company for these purposes
- (c) A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company
- (d) A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called
- ~~(e)~~ Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given
- ~~(f)~~ Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given
- ~~(g)~~ A notice shall be deemed to be given
- (i) 48 hours after the envelope containing it was posted, or
 - ~~(ii)~~ in the case of an electronic communication, 48 hours after it was sent

16-17 Indemnity

- (i) The Company shall indemnify every Director or other officer or auditor of the Company against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

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17-18 Rules

(a) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company

(b) The bye laws may regulate the following matters but are not restricted to them

(i) the admissions of members of the Company and the rights and privileges of such members, and the entrance fees, subscriptions and the other fees or payments to be made by members,

(ii) the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers,

(iii) the setting aside of the whole or any part or parts of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,

(iv) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these articles,

(v) generally, all such matters as are commonly the subject matter of Company rules

(c) The Company in general meeting has the power to alter, add to or repeat the rules or bye laws

(d) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company

(e) The rules or bye laws, shall be binding on all members of the Company No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or these articles

18-19 Dissolution

~~18-19 1 Clause 7 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 Every member of the Company undertakes to contribute such amount as may be required (not exceeding one pound) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves~~

18-219 2 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Article 2 2 hereof, such institution or institutions

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to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object

18 319 3For the avoidance of doubt, nothing in these articles shall authorise an application of the property of the Company for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

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