

COMPANY No: 2308265  
C/N: 3/7/97.

THE COMPANIES ACT 1985 TO 1989



COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

\* HEADS, TEACHERS, and INDUSTRY LIMITED

[adopted by Special Resolution dated

1997]

1. The Company's name is \* HEADS, TEACHERS and INDUSTRY LIMITED.
2. The Company's registered office is to be situated in England.
3. The Company is established to:-
  - (1) Advance the education of the public by enabling senior staff in schools, colleges and education authorities to participate in learning events and to undertake practical research, by means of secondment into industry enterprise and otherwise, into the demands made upon and skills needed by young people in employment in the United Kingdom.
  - (2) In furtherance of the said object, but not further or otherwise the Company shall have power:-
    - (A) To collect and disseminate information relating to the foregoing objects and exchange such information with other bodies having similar objects and specifically but not exclusively:
      - (i) to cause to be written and printed or otherwise originated or reproduced, and to be published or circulated (whether statutory or not), any newspapers, periodicals magazines, books, pamphlets, leaflets or other documents or films or recorded tapes or any other form of media whether now in existence or subsequently coming into existence;
      - (ii) to arrange or provide for or join in arranging or providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;

- (iii) to bring together in conference representatives of voluntary organisations, government departments, statutory authorities, business organisation (incorporated or otherwise) and individuals; and
  - (iv) to provide evidence for government and other enquiries.
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- (B) To enter into any arrangement with, and obtain any rights, concessions and privileges from any Governments or authorities, supreme, municipal, local or otherwise, or any ecclesiastical or religious bodies or foundations that will further these present objects or any of them.
  - (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 this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and provided also that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.
  - (E) To lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company.
  - (F) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
  - (G) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debenture stock or other securities or obligations of any other company.
  - (H) 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 be for the time be imposed or required by law.
  - (I) 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.

- (J) 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.
- (K) Subject to Clause 4 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.
- (L) 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.
- (M) To make payments towards insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Companies Act 1985.
- (N) 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 to the Company under or by virtue of Clause 4 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 or any such charitable organisation, institution, society or body.
- (O) 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 in any way connected with or calculated to further any of the objects of the Company.
- (P) 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.
- (Q) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (R) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

**PROVIDED THAT:-**

- (a) 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.
- (b) 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.
- (c) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council or Management have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association 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 its Council of Management 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 Council of Management) for any services rendered to the Company;

- (b) of interest on money lent by any member of the Company or of its Council of Management 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 Council of Management or 3 per cent whichever is the greater;
  - (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management;
  - (d) of fees, remuneration or other benefit in money or money's worth to any Company of which a member of the Council of Management may also be a member holding not more than 1/100th part of the capital of that company;
  - (e) to any member of its Council of Management of reasonable and proper out-of-pocket expenses;
  - (f) of a benefit, in reasonable and proper furtherance of its charitable objects, to a member of the Company not being a member of the Council of Management.
5. The liability of the members is limited.
6. No addition, alteration or amendment shall be made to this Memorandum and Articles of Association that would have the effect of causing the Company to cease to be charitable at law.
7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) 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.
8. 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 Clause 4 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.

**THE COMPANIES ACT 1985 TO 1989**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION  
OF**

**\* HEADS, TEACHERS and INDUSTRY LIMITED**  
[adopted by Special Resolution dated 1997]

**INTERPRETATIONS**

1. In these Articles:

"The Acts"	means the Companies Acts 1985 and 1989 including any statutory modifications or re-enactments for the time being in force.
"The Articles"	means these Articles of Association.
"Clear Days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
"The Company"	means the above named Company.
"The Council"	means the Council of Management of the Company for the time being and includes all persons appointed to perform the duties of Councillors of the Company.
"The Seal"	means the Common Seal of the Company.

"The 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.

- (a) "In Writing" shall be construed as including references to printing, typewriting, lithography, photograph and other modes of representing or reproducing words in a visible form.
- (b) Words denoting the singular shall include the plural and vice versa; words denoting the masculine shall include the feminine; and words denoting persons shall include firms and corporations and vice versa.
- (c) Words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the time at which these Articles become binding on the Company.

## **OBJECTS**

- 2. The Company is established for the objects expressed in the Memorandum of Association.

## **MEMBERS**

- 3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Company. On becoming a member, every member shall either sign a written consent to become a member or sign the Register of Members. A member shall notify the Secretary in writing within seven days of a change to his name or address.
- 4. The Council shall have the right for good and sufficient reason to reject an application for membership.
- 5. No paid employee whether in full or part time employment of the Company shall be eligible for membership of the Company or the Council. Provided that the Council may suspend the operation of this clause in individual cases only in respect of membership of the Company.



## **CESSATION OF MEMBERSHIP**

6. The rights and privileges of a member shall not be transferrable and shall cease upon the member ceasing to be such.
7. Unless the Councillors or the Company in General Meeting shall make other provision pursuant to the powers contained in Articles 48 and 50, the Councillors may in their absolute discretion permit any member of the Company to retire, provided (regardless of any other provision pursuant to Articles 48 and 50) that after such retirement the number of members is not less than three.
8. If not less than three fourths of the Councillors present at a meeting so resolve, the Council shall have the right for good and sufficient reason to terminate the membership of any member provided that he shall have the right to be heard by the Council before any final decision is made.

## **GENERAL MEETINGS**

9. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other General Meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the holding of one Annual General Meeting and the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of incorporation it need not hold it in its year of incorporation nor in the following year.
10. The business of an Annual General Meeting shall comprise:
  - (i) the consideration of the Report and Accounts presented by the Council and the Auditor's Report;
  - (ii) the election of Councillors in place of those retiring;
  - (iii) the election of a Chairperson which appointment shall endure in accordance with the provisions of Clause 67 hereof and such other officers as the Company may from time to time decide to appoint;
  - (iv) the appointment and the fixing of the remuneration of the Auditor or Auditors.

11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Council may convene an Extraordinary General Meeting whenever they think fit; and shall do so on the requisition of members, in accordance with the provisions of section 368 of the Acts.

### **NOTICE OF GENERAL MEETINGS**

13. All General Meetings of the Company shall be called by at least twenty-one clear days' notice. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-
  - (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing (subject to the provision of any elective resolution of the Company for the time being in force) not less than ninety-five per cent of the total voting rights at that meeting of all the members.
14. Notice of every General Meeting shall be given in writing to every member of the Company, and to the Auditors and to such other persons as are entitled to receive notice (including, without limitation, certain agreed members of staff of the Company referred to in Article 64) and shall be given personally or sent by post each member at the address recorded in the Register of Members and to other persons at their registered address.
15. Notice of every General Meeting shall specify the place, the day and the hour of the Meeting. In the case of an Extraordinary General Meeting convened to consider a Special Resolution, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised thereat shall be specified.

16. Where notice is sent by post, it shall be deemed to be served if properly addressed, prepaid and posted and a notice shall be deemed to be served at the expiration of forty-eight hours after it has been posted.
17. The accidental omission to give notice of a meeting to, or non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

18. No business shall be transacted at a General Meeting unless a quorum is present. A quorum for any General Meeting shall be not less than three members or one tenth of the membership for the time being whichever is the greater.
19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Company may decide in General Meeting. The members present at a meeting so adjourned shall constitute a quorum.
20. At any General Meeting where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
21. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice.

22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairperson or by at least two full members present in person or by proxy.

Unless a poll be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number of proportions of the votes recorded in favour or against such resolutions. The demand for a poll may be withdrawn.

23. Subject to the provisions of Article 24 if a poll is duly demanded it shall be taken at such time and place and in such manner as the Chairperson directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.
25. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question upon which a poll has been demanded.
26. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall have a second or casting vote.
27. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice to attend and vote at General Meetings shall be as valid and effective as if it had been passed at a General Meeting duly convened and held and may consist of several identical documents each signed by one or more members.

## VOTES AND MEMBERS

28. Subject to the provisions of Article 29, on a show of hands, every full member present in person shall have one vote. On a poll, every full member present in person or by proxy shall have one vote.
29. No person other than a full member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy.
30. Any member of the Company entitled to attend and vote at a General Meeting is entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him.
31. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.
32. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Company's Registered Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution
33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:  

"I  
of  
a member of  
hereby appoint  
of

and failing her/him

of

to vote for me and on my behalf at the (Annual or Extraordinary or Adjourned,  
as the case may be) General Meeting of the Company to be held on the

day of 199

and at any adjournment thereof. This form is to be used in respect of the  
Resolutions mentioned below as follows:

Resolution No 1 For/Against\*

Resolution No 2 For/Against\*

Signed this day of 199

\* **Strike out whichever is not desired. Unless otherwise instructed, the proxy may  
vote as he thinks fit or abstain from votes."**

34. No person shall debate or vote on any matter in which he directly or indirectly interested,  
whether financially or otherwise.
35. A member in respect of whom an order has been made by a court having jurisdiction  
(whether in the United Kingdom or elsewhere) in matters concerning mental disorder  
may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other  
person authorised in that behalf appointed by that court, and any such receiver, curator  
bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the  
Council of the authority of the person claiming the right to vote shall be deposited at the  
Registered Office of the Company, or at such other place as is specified in accordance  
with the Articles for the deposit of instruments of proxy, not less than 48 hours before  
the time appointed for holding the meeting or adjourned meeting failing which the right  
to vote shall not be exercisable.

## **COUNCIL**

36. Until otherwise determined by a General Meeting, the number of Councillors shall not be less than three and not more than twelve.
37. The first Councillors shall be the first members the Company and such persons as have agreed to become Councillors at the date of incorporation of the Company.
38. The Council may from time to time and at any time appoint any member of the Company as a Councillor, either to fill a casual vacancy or by way of addition to the Council provided that the prescribed maximum be not thereby exceeded. Any Councillor so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the Councillors who are to retire by rotation at such Meeting.
39. No person who is not a member of the Company shall in any circumstances be appointed or elected as a Councillor.
40. Councillors may be reimbursed all reasonable out-of-pocket expenses properly incurred by them in attending and returning from meetings of the Council or General Meetings of the Company or in connection with the business of the Company, provided that the Council shall be entitled to call for and be satisfied as to such evidence of actual expenditure as is reasonable in the circumstances.

## **ELECTION OF COUNCILLORS**

41. At the First Annual General Meeting and at every subsequent Annual General Meeting, one third of the Councillors for the time being, or if their number is not a multiple of three, then the number nearest to one third shall retire from office. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

42. A retiring Councillor shall be eligible for re-election but on no more than 2 occasions. For the avoidance of doubt if any meeting at which the re-election of a retiring Councillor is to be considered is adjourned prior to a vote upon the resolution for re-election of such Councillor, the adjourned meeting shall not be treated as a separate occasion for the purposes of this Article 42.
43. The Company may, at the meeting at which a Councillor retires in manner aforesaid, fill the vacated office by electing a member of the Company thereto, and in default the retiring Councillor shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Councillor shall have been put to the meeting and lost.
44. No person other than a Councillor retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to the Council at any General Meeting unless, not less than 14 nor more than 28 days before the date set for the meeting, there shall have been given to the Secretary notice in writing, by two members qualified to be present and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
45. The Company may from time to time increase or reduce the number of Councillors, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

### **DISQUALIFICATION OF COUNCILLORS**

46. The office of Councillors shall be immediately vacated if the Councillor:
- (a) resigns his office in writing to the Company; or
  - (b) ceases to be a member in accordance with Articles 7 or 8; or
  - (c) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by section 317 of the Act; or



- (d) is absent from three successive meetings of the Council during a continuous period of twelve months without reasonable cause and the Council resolve that his office be vacated; or
  - (e) becomes bankrupt or makes any composition or arrangement with his creditors generally; or
  - (f) is removed from office by resolution of the Company in General Meeting in accordance with section 303 of the Act; or
  - (g) attains the age of 70.
47. A Councillor shall be suspended from membership of the Committee if he is deemed by the other Councillors to be so disabled by any illness or condition as to be unable properly to fulfill his duties. Such suspension shall be reviewed by the Council six months after the date of its implementation and the Councillor concerned shall be reinstated unless, in the reasonable opinion of the other Councillors of the Council remains incapable of properly fulfilling his duties in which case he shall thereupon cease to be a Councillor.

### **POWERS AND DUTIES OF THE COUNCIL**

48. The business of the Company shall be managed by the Council who may pay all such expenses of, and preliminary, incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not required to be exercised or done by the Company in General Meeting. Any such requirement may be imposed either by the Act or by the Articles or by any regulation made by the Company in General Meeting but no such regulation shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
49. In the exercise of the aforesaid powers and in the management of the business of the Company, the Council shall always be mindful that they are charity trustees within the definition of Section 46 of the Charities Act 1960 as those persons having the general control and management of the administration of a charity.

50. In particular, but without limitation, the Council may from time to time make rules or bye-laws for the proper conduct and management of the Company. The Company in General Meeting shall have power to alter or repeal the rules or bye-laws and to make additions to them, and the Council shall adopt such means as it deems sufficient to bring to the notice of members of the Company all such rules or bye-laws which, so long as they shall be in force, shall be binding on all members of the Company provided nevertheless that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum of Articles of Association of the Company.
51. All cheques, and other negotiable instruments, and all receipts for monies paid to the Company shall be authorised in such manner as the Council shall from time to time by resolution determine, provided that all instruments of expenditure above £5,000 (or such other limit as the Council may from time to time specify) must in the absence of written regulations to the contrary be signed by at least one Councillor.
52. Without prejudice to its general powers, the Council may, subject to such consents as may be required by law, exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### **PROCEEDINGS OF THE COUNCIL**

53. Councillors may meet together for the dispatch of business, adjourn, and otherwise regulate their proceedings as they think fit. Meetings of the Council shall be called by at least ten clear days notice in writing to all Councillors (unless urgent business requires otherwise, in which case a meeting may be called by at least three clear days' written notice to all Councillors). In either case it shall not be necessary to give notice of a meeting of the Council to any of its Councillors for the time being absent from the United Kingdom.
54. The quorum necessary for the transaction of the business of the Council shall be three or one tenth of its membership for the time being whichever is the greater.

55. The Council may act notwithstanding any vacancy in their body; if and so long as its number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of members, the Council may act for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
56. A Councillor shall not debate or vote in respect of any contract/matter, transaction or arrangement in which he is directly or indirectly interested or any matter arising therefrom and if he does so vote his vote shall not be counted.
57. The Chairperson or at least two Councillors may, and the Secretary at the request of at least three Councillors shall, summon a meeting of the Council.
58. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
59. At any Council meeting where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the Councillors present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
60. The Council shall cause accurate records to be made, in books provided for that purpose, of:
- (a) the names and addresses of all its Councillors;
  - (b) the names and dates of appointment of all persons appointed to office;
  - (c) the names of the Councillors, officers, members and other persons present at all General, Council and Sub-Committee meetings of the Company;
  - (d) minutes of all proceedings and resolutions at all General, Council and Sub-Committee meetings of the Company;
  - (e) all applications of the Seal to any document.

All such records and minutes shall be open to inspection during normal working hours by any member of the Company and by any person authorised by the Company in General Meeting.

61. The Council may delegate any of the Company's business management to Sub-Committees consisting of such Councillors of the Company and other persons as they think fit; any Sub-Committee so formed shall be made up in such a way that Councillors shall be in the majority, and shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Council which regulations shall always include provision for regular and prompt reports to the Council.
62. All acts bona fide done by any meeting of the Council or by any person acting as a Councillor shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Councillor or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Councillor.
63. A resolution in writing, signed by all the Councillors who for the time being are entitled to receive notice of meetings of the Council shall be as valid and effective as if it had been passed at a meeting of the Council, and may consist of several identical documents signed by one or more Councillor.
64. The Council may agree that certain members of the staff of the Company be entitled to take part in meetings of the Council but the members of staff shall not be counted in the quorum nor entitled to vote thereat Provided that no members of staff of the Company (except the Chief Executive) shall be entitled to attend any Council Meeting at which matters relating to the appointment or remuneration of members of staff are being discussed nor shall they in any way seek to influence the decision of the Council on such matters.

The Council may at its discretion invite other persons to attend its meetings, with or without speaking rights, but without voting rights.

### **HONORARY OFFICERS**

65. The Council shall have power to appoint and remove such person or persons (whether or not a member or members of the Company) as it shall think fit to be the President and

one or more Vice-Presidents and such person or persons (whether or not a member or members) as it shall think fit to be the Patron or Patrons of the Company.

66. At the Annual General Meeting the Company shall elect a Chairperson, together with such Honorary officers as it shall from time to time decide.
67. The Chairman and The Honorary officers (if any) of the Company shall hold office until the conclusion of the Annual General Meeting of the Company next after their election but shall be eligible for re-election.

### **CHIEF EXECUTIVE**

68. The Council shall be entitled to appoint a Chief Executive of the Company at such time and at such remuneration and upon such conditions as the Council may think fit.
69. The Chief Executive shall be entitled to attend all meetings of the Council in an advisory capacity, provided that the Chief Executive shall not be entitled to attend any Council Meeting (or part of a Council Meeting) at which matters relating to the remuneration of or matters connected with, the Chief Executive are being discussed.

### **SECRETARY**

70. Subject to sections 10 and 13(5) of the Act, the Council shall appoint a Secretary of the Company for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by it.
71. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Councillor and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

### **SEAL**

72. The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council, and every instrument to which the Seal shall be applied shall

be signed by a Councillor and shall be countersigned by the Secretary or by a second Councillor. Every such application of the Seal shall be minuted.

## ACCOUNTS

73. The Council shall cause proper books of accounts to be kept in accordance with the law from time to time in force. Matters to be dealt with in such books shall include (without limitation):
- (a) all sums of money received and expended by the Company and details of the source and application of all such sums;
  - (b) all sales and purchases made by the Company
  - (c) the assets and liabilities of the Company,.

Proper books shall be deemed to be kept if they comply with all relevant and statutory provisions give a true complete and fair record of the state of the Company's affairs and fully explain its transactions.

74. The books of accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of all members and officers (and such other persons as are authorised by the Company in General Meeting).
75. The Council shall from time to time in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and reports as are referred to in those sections.
76. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the Auditor's report and Council's report shall, not less than twenty-one days before the date of the meeting (subject nevertheless to the provisions of section 240(4) of the Act), be sent to every member of and every holder of debenture of the Company; provided that this Article shall not require a copy of such documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any

debentures. The Auditor's report shall be open to inspection and shall be read before the meeting.

### **AUDIT**

77. At least once in every year, the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor(s).
78. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Acts.

### **ANNUAL REPORT**

79. The Council shall comply with its obligation under the Charities Act 1992 (or any statutory reenactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

### **ANNUAL RETURN**

80. The Council shall comply with its obligations under the Charities Act 1992 (or any statutory reenactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

### **INDEMNITY**

81. Subject to the provisions of the Acts but without prejudice to any indemnity to which a member of the Council of Management may otherwise be entitled, every member of the Council of Management or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

## **DISSOLUTION**

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