

Unit 2, The Orient Centre
Greycaine Road
Watford
Hertfordshire
WD24 7GP



Company Number 2324869

Companies Acts 1985 and 2006

Certificate of Passing of Special Resolutions

Of

Science, Engineering and Manufacturing Technologies Alliance ("the Company")

The following resolutions were duly passed as special resolutions on 11 June 2015 at the Annual General Meeting of the Company held at 71 Great Peter Street, London SW1P 2BN

- 1 That the draft Articles of Association annexed hereto be adopted as the Articles of the Association of the Company in substitution for, and to the exclusion of the Company's existing Articles of Association
- 2 That the existing Memorandum of Association of the Company be amended and restated such that it conforms with the draft Memorandum and Articles of Association annexed hereto

Signed

Company Secretary

Date. 18 June 2015

SATURDAY



A23 *A49Y8V5S* #265
20/06/2015
COMPANIES HOUSE

T 0845 643 9001 E customerservices@semta.org.uk W: www.semta.org.uk @semtaskills

ENGINEERING SKILLS FOR THE FUTURE

COMPANY NUMBER - 2324869

THE COMPANIES ACT 1985 - 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

OF

**SCIENCE, ENGINEERING AND MANUFACTURING TECHNOLOGIES
ALLIANCE**

Incorporated the 5th day of December 1988
New Memorandum and Articles of Association adopted by special resolution on 11 June
2015


THE COMPANIES ACT 1985 - 2006

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
SCIENCE, ENGINEERING AND MANUFACTURING TECHNOLOGIES
ALLIANCE

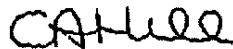
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

DERRICK HENRY SMITH
63 Lister Gardens
Edmonton
London
N18 1JA



LEGAL EXECUTIVE

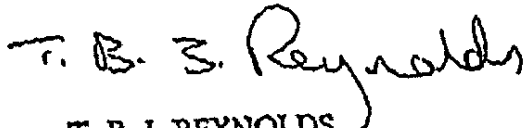
CHRISTINE ALICE HILL
208 Prestwick Road
South Oxhey
Watford
Herts
WD1 6LH



LEGAL ASSISTANT

Dated this 16th day of November 1988

Witness to the above Signatures:



T. B. J. REYNOLDS
54 Clarendon Road,
Watford, WD1 1LB,
Herts,

THE COMPANIES ACT 1985 - 2006
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
SCIENCE, ENGINEERING AND MANUFACTURING TECHNOLOGIES
ALLIANCE

- 1 The name of the Company is "Science, Engineering and Manufacturing Technologies Alliance" (hereinafter called "the Company")
- 2 The registered office of the Company will be situated in England.
- 3 The objects for which the Company is established are
 - (a) To promote and advance the education, training and skills development of persons employed or intending to be employed in Industry (as defined in the Articles of Association) and commerce
 - (b) Subject to the foregoing object, to extend such training to members of the public generally

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

- (c) To develop and set standards for education and training, to validate, test and monitor the standards and to issues certificates
- (d) To provide facilities for education and training
- (e) To provide training courses, instruction and demonstrations of all sorts
- (f) To cooperate with any person or organisation in the provision of industrial or commercial activity connected with education and training
- (g) To obtain grants from any source for the purposes of the Company and to carry out the terms of any such grants
- (h) To provide assistance by grants or otherwise to individuals and organisations engaged or intending to be engaged in any activities mentioned in the foregoing objects to enable them to obtain education and training
- (i) To seek information from employers in industry and commerce, analyse and publish it as may be necessary
- (j) To accept subscriptions, donations, devise and bequests of, and to acquire by purchase, lease, exchange, hire, hire purchase or otherwise any real or personal property and any rights to privileges necessary for the promotion of

its objects and to construct maintain and alter any buildings as may be thought fit

- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company
- (l) To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise, provided the Company shall not undertake any permanent trading activities in pursuance of the principal objects of the Company herein set forth
- (m) Subject to such consents as may be required by law, to sell, let, mortgage charge, dispose of or turn to account all or any of the property of the Company
- (n) To invest any moneys of the Company in any manner authorised for the investment of trust funds and to appoint professional advisers with discretionary powers to manage such funds to achieve agreed performance objectives
- (o) To employ and remunerate staff not being Board Members (as defined in Article 34 of these Articles of Association), and to grant reasonable and necessary pensions and retirements benefits to or for employees of the Company and to the widows, children and other dependents of deceased employees who are in necessitous circumstances, and to pay or subscribe to funds or schemes for the provision of such pensions and retirements benefits for employees or former employees of the Company, their widows, children and other dependents.
- (p) Subject to such consents as may be required by law, to borrow money and to secure the repayment of any loans or other obligations of the Company by mortgage or charge of any assets of the Company.
- (q) To encourage the involvement of individuals and organisations of all kinds in the activities of the Company
- (r) To establish and maintain close links with other national and international bodies concerned with the setting of training standards, the delivery of education and training and the provision of information about education and training
- (s) To carry out, promote and encourage research in education and training and related fields and to secure the dissemination of the results of that research
- (t) To carry out and promote the printing and publishing of papers, periodicals, books, leaflets, reports and training material of all kinds in any medium and to maintain bibliographies and libraries of such material

- (u) To acquire all or any of the share or loan capital of any company, whatever incorporated, engaging or proposing to engage in any activity or interest which appears likely to be advantageous to the Company
- (v) To merge with any charitable association, institution or other bodies incorporated or unincorporated whose objects support or are otherwise similar to those of the Company
- (w) To establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, or afford financial or other assistance to the work of any charitable associations or institutions and other bodies incorporated or not incorporated whose objects support or are otherwise similar to those of the Company
- (x) To carry out business overseas and to procure the Company to be registered or recognised in any country or place in any part of the world
- (y) To do all other lawful things necessary to the carry out of its objects

Provided always that

- i In the 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 Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- iii 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 property without the authority approval or consent as may be required by law
- iv In case the Company shall merge with another charitable or other organisation, the Company shall be satisfied that sufficient funds are made available to ensure a successful merger

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- i The income and property of the Company where-so-ever derived shall be applied solely towards the promotion of the objects of the Company and no distribution of income and/or property shall be made to Registered Members of the Company (as defined in Article 10 of the Articles of Association) in case or otherwise
- ii Provided that nothing herein shall prevent a Board Member or a person Connected with a Board Member from being paid reasonable and proper remuneration by the Company for any goods or services supplied to the Company on the instructions of the Board in circumstances where the Board is satisfied that any such remuneration under this provision is in the best interests of the Company (excluding services performed under a contract of

employment with the Company and the service of acting as a Board Member other than as permitted under Article 4(iii) below)

- iii. Provided that nothing herein shall prevent the Chairman (as defined in Article 49 of these Articles of Association) of the Company being remunerated as Chairman of the Company notwithstanding the fact that he is a Board Member
- iv. Provided that Articles 4(ii) and 4(iii) may not apply to more than half of the Board Members in any financial year and where benefits are conferred under such Articles, Articles 63 to 69 (Conflicts of Interest) must be complied with by the relevant Board Member in relation to any decisions regarding the benefit

5 The liability of Registered Members is limited

6. Every Registered Member of the Company undertakes to contribute such amount as may be required, not exceeding £1 00 to the assets of the Company in the event of the same being wound up while he is a Registered Member or within one year after he ceases to be a Registered Member and of the cost charges and expenses of winding up and for adjustment of the rights of contributions among themselves

7 If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to, or distributed among, the Sector or Registered Members of the Company but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Company and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Company by Article 4 hereof, such institution or instructions to be determined by the Registered 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 purpose.

8 The relevant model articles for a company limited by guarantee are hereby expressly excluded

9 In these Articles.

“Act” means the Companies Act 2006 and every other act for the time being in force concerning Companies and affecting the Company as the context so admits,

“Board” means the Board or Board of Management for the time being of the Company,

“Company” means the above named Company,

“Connected” in relation to a Board Member means any person falling within any of the following categories

- (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of the Board Member, or
- (b) the spouse or civil partner of any person in (a), or

- (c) any other person in a relationship with the Board Member which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b), or
- (d) any company, partnership or firm of which the Board Member is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital,

“Document” includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;

“Education” means an establishment providing education or further education or higher education in the United Kingdom together with any bodies representing such establishments,

“Electronic Form” and “Electronic Means” have the meanings respectively given to them in section 1168 of the Act,

“General Meeting” means an Annual General Meeting or General Meeting of the Company,

“Hard Copy” and “Hard Copy Form” have the meanings given to them in the Act;

“Industry” means the science, technology and engineering industries and other industry where science, technology and engineering skills are required in the interest of that other industry and, to the extent that the same may not be included in the foregoing, manufacturing or process industries,

“Nominations Committee” has the meaning given to it in Article 44;

“Seal” means the common seal of the Company;

“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,

“Sector Members” means a category of membership of the Company that is no longer open and which shall be discontinued from the date of adoption of these Articles of Association,

“Registered Members” as defined in Article 10;

“United Kingdom” means Great Britain and Northern Ireland,

“Trade Union” means an Organisation which qualifies as a trade union under the Trade union and Labour Relations (Consolidation) Act 1992

Unless the context otherwise requires, 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 date at which these Articles become binding on the Company

MEMBERSHIP

10. The Board Members from time to time shall be the only members of the Company (**"Registered Member"** or **"Registered Members"**)
11. A Board Member shall become a Registered Member on becoming a Board Member
12. A Registered Member shall cease to be a Registered Member if he or she ceases to be a Board Member
13. Membership is not transferable and shall cease on death

GENERAL MEETINGS

14. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other General Meeting 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 date of one Annual General Meeting of the Company and that of the next
15. The Annual General Meeting shall be held at such time and place as the Board shall appoint
16. All General Meetings other than Annual General Meetings shall be called General Meetings.
17. Any two Board Members may (and the Secretary (if any) must at the request of two Board Members) call a General Meeting at any time
18. All General Meetings, including Annual General Meetings shall be called by fourteen days' notice in writing, or such shorter notice as may be provided in the Act. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meetings to such persons as are, under the Articles of the Association, entitled to receive such notices from the Company
19. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting

PROCEEDINGS AT GENERAL MEETINGS

20. No business shall be transacted at any General Meetings unless a quorum of Registered Members is present at the time when the meeting proceeds to business, save as herein otherwise provided a quorum shall consist of six Registered Members
21. If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting shall stand adjourned to such other day and at such other time and place as the Chairman may determine after consulting those present, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum

22. The Chairman or in his or her absence some other Board Member nominated by the Board Members present shall preside as chair of every General Meeting
- 23 Any General Meeting may adjourn from time to time as the meeting thinks fit

VOTES OF REGISTERED MEMBERS

- 24 Voting at a General Meeting shall be by a show of hands and every Registered Member present in person or by proxy shall have one vote
- 25 Either before, or on the declaration of the result of, such a vote a poll may be demanded by
- (i) The Chairman, or
 - (ii) Two Registered Members having the right to vote at the meeting, or
 - (iii) A Registered Member or Registered Members present in person or by proxy and representing not less than one tenth of the total voting rights of all Registered Members having the right to vote at the meeting
- 26 In respect to voting by proxy the applicable sections of the Act shall apply

WRITTEN RESOLUTIONS

- 27 Subject to these Articles 27 – 33 a written resolution agreed by
- (a) Registered Members representing a simple majority, or
 - (b) (in the case of a special resolution) Registered Members representing not less than 75%,
- of the total voting rights of Registered Members shall be effective
- 28 On a written resolution each Registered Member shall have one vote.
- 29 A Registered Member's resolution under the Act removing a Board Member or auditor before the expiry of his or her term of office may not be passed as a written resolution
- 30 A copy of the proposed written resolution must be sent to every eligible Registered Member
- 31 The required majority of eligible Registered Member must signify their agreement to the written resolution within the period of 28 days beginning with the circulation date (as defined by the Act)
- 32 A Registered Member signifies his or her agreement to a proposed written resolution when the Company receives from him or her (or from someone acting on his or her behalf) an authenticated Document:
- (a) identifying the resolution to which it relates, and

- (b) indicating the Registered Member's agreement to the resolution

33 For the purposes of Article 32

- (a) a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it, and
- (b) a Document sent or supplied in Electronic Form is sufficiently authenticated if
 - i the identity of the sender is confirmed in a manner specified by the Company, or
 - ii where no such manner has been specified by the Company, if the communication contains or is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement

If the Company gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document)

BOARD MEMBERS

- 34. The Board shall consist of a minimum of six individuals ("Board Members").
- 35 The Chairman of EAL shall be an ex-officio Board Member
- 36 Any person who is willing to act as a Board Member and recommended by the Nominations Committee, and who would not be disqualified from acting under the provisions of Article 48, may be appointed to be a Board Member by a decision of the Board, subject to the provisions of these Articles
- 37 Candidates for the office of a Board Member shall be required to go through an open recruitment process overseen by the Nominations Committee.
- 38 All Board Members shall be appointed to serve for a term of three years to commence at the conclusion of an Annual General Meeting
- 39 Subject to Article 40, retiring Board Members may be reappointed but a Board Member who has served for three consecutive terms of office must take a break from office and may not be reappointed until the earlier of
 - (a) the anniversary of the commencement of his or her break from office, and
 - (b) the Annual General Meeting following the Annual General Meeting at which his or her break from office commenced
- 40 A retiring Board Member who has served for three or more consecutive terms of office may be reappointed notwithstanding Article 39 if the Board Members, who are not subject to retirement, unanimously agree that it is in the best interests of the

Company to reappoint the retiring Board Member for a further fixed term of three years. At the end of the fixed term of three years the Board Member must retire unless the Board Members, who are not subject to retirement, unanimously agree that it is in the continuing best interests of the Company to reappoint the retiring Board Member for a further fixed term of three years.

- 41 The Board may act notwithstanding any vacancy in its body provided that if the number of Board Members shall fall below six then the Board may only act for the purposes of filling vacancies in the Board.
- 42. The Board may also invite such other persons as it thinks fit to attend and speak (but not vote) at meetings of the Board either generally or on any specific occasion.
- 43 Board Members shall be entitled to be paid all reasonable expenses properly incurred by them in attending and returning from meetings of the Board or any committee thereof or otherwise in connection with the business of the Company.
- 44 The Board shall appoint a Nominations Committee in accordance with this Article 44
 - (a) The Board shall determine the terms of reference and manner of proceedings for the Nominations Committee.
 - (b) The purpose of the Nominations Committee shall be to consider and assess nominations received for positions on the Board and to recommend candidates for the posts of Board Members as appropriate.
 - (c) When making recommendations to the Board under Article 44(b), the Nominations Committee shall seek to ensure that the Board is representative of major employer organisations related to the Industry and, in particular, that the Board includes, so far as possible, at least one suitable individual with a Trade Union background and at least one suitable individual with an education background. For the avoidance of doubt, the Nominations Committee may consider and assess nominations and make recommendations to the Board under Article 44(b) at any time and, in doing so, shall take into account the incumbent Board Members.

POWERS OF BOARD

- 45 The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registered the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 46 All cheques, promissory notes, draft bills of exchange and other negotiable instruments, and all receipts for monies paid to or by the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

- 47 The Board shall cause proper minutes to be kept of the proceedings of the Board or any committee thereof

DISQUALIFICATION OF BOARD MEMBERS

- 48 The office of Board Member shall vacate if the Board Member
- (a) Holds any office of profit under the Company, except in the case of such Board Member who is the Chairman, or
 - (b) Becomes disqualified from acting by virtue of the Charities Act 2011, or
 - (c) Ceases to be a Board Member by virtue of any provision of the Act, or is prohibited from being a director by law, or
 - (d) Is subject to a bankruptcy order being made against him or her, or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy, or
 - (e) Is subject to a composition being made with his or her creditors generally in satisfaction of his or her debts, or
 - (f) Becomes physically or mentally incapable of managing his or her own affairs and the Board Members resolve that he or she be removed from office, or
 - (g) Resigns his office by notice in writing to the Company, or
 - (h) Is absent without the permission of Board Members from all Board and Committee meetings held within a period of twelve months and Board Members resolve that his office is vacated, or
 - (i) Is removed from office by a resolution of the Board Members at a meeting at which at least half of the Board Members are present. Such a resolution shall not be passed unless he or she has been given at least 14 days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Board

PROCEEDINGS OF THE BOARD

- 49 The Board Members may appoint one of their number to be the Chairman of the Company for such term of office as they determine and may at any time remove him or her from that office ("the Chairman").
- 50 The Board Members may meeting together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Issues arising at any meeting on which consensus cannot be achieved shall be decided by a majority of votes. In the case of an equality of votes the Chairman have a second or casting vote. Notwithstanding the foregoing the Chairman shall be absent from any part of a meeting at which the question of his remuneration is discussed and shall not be entitled to vote or any resolution in relation thereto. A Board Member may, and the Secretary on the requisition of a Registered Member shall, at any time summon a

meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Board Member of the time being absent from the United Kingdom

- 51 Subject to the Articles, Board Members participate in a Board meeting, or part of a Board meeting, when
- (a) the meeting has been called and takes place in accordance with the Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- 52 In determining whether Board Members are participating in a Board meeting, it is irrelevant where any Board Member is or how they communicate with each other
- 53 If all the Board Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is
- 54 The quorum necessary for the transaction of the business of Board may be fixed by the Board and unless so fixed shall be six
- 55 One or more Deputy Chairman may be appointed by the Board to deputise at the meetings and events
- 56 If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, a Deputy Chairman shall act as Chairman. Failing that, the Board members present may choose one of their number to be chairman of the meeting
- 57 The Board may seek reports and recommendations from committees consisting of such person as it thinks fit including persons co-opted to serve on committees who have the necessary skill and experience the committee needs. Any committee so formed shall in the exercise of their responsibilities conform to any terms of reference that may be imposed on it by the Board. All acts and proceedings of such committees should be reported back to the Board as soon as possible
58. A committee Chairman will be elected by the Board. If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting
- 59 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
- 60 All acts done by any meeting of the Board or of a committee of the Board by any Board member, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Board Member 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 Board Member

61. A resolution in writing, signed by all the Board Members for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. The signature of the Board Members need not be on a single document provided that each is on a document which accurately states the terms of the resolution and for this purposes signed resolution in Electronic Form shall be valid and effectual. The provisions of this Article shall also apply to resolutions to be passed in committee meetings
62. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright as security for any debt, liability or obligation of the Company or any third party

CONFLICTS OF INTEREST

63. Unless Article 64 applies, a Board Member must declare the nature and extent of
- (a) any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Company, and
 - (b) any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Company or his or her duties to the Company
64. There is no need to declare any interest or duty of which the other Board Members are, or ought reasonably to be, already aware
65. If a Board Member's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Company, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Board Member's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Board Members taking part in the decision-making process
66. If a Board Member's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Company, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
- (a) the decision could result in the Board Member or any person who is Connected with him or her receiving a benefit other than
 - i reimbursement of expenses in accordance with Article 4 (ii), or
 - ii remuneration of the Chairman in accordance with Article 4 (iii),
 - iii the payment of premiums in respect of indemnity insurance effected in accordance with Article 88, and
 - iv payment under the indemnity set out at Article 88, or

- (b) a majority of the other Board Members participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 67
- 67. If a Board Member with a conflict of interest or conflict of duties is required to comply with this Article 67, he or she must
 - (a) take part in the decision-making process only to such extent as in the view of the other Board Members is necessary to inform the debate;
 - (b) not be counted in the quorum for that part of the process , and
 - (c) withdraw during the vote and have no vote on the matter
- 68 Where a Board Member has a conflict of interest or conflict of duties and the Board Member has complied with his or her obligations under these Articles in respect of that conflict
 - (a) the Board Member shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her, and
 - (b) the Board Member shall not be accountable to the Company for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position
- 69 The Board Members must cause a register of Board Members' interests to be kept.

RULES

- 70 The Board Members may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate
 - (a) The setting aside 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,
 - (b) The procedure at meetings of the Board Members and committees of the Board in so far as such procedure is not regulated by the Articles,
 - (c) Generally, all such matters as are commonly the subject matter of Company rules;

provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles

SECRETARY

- 71 A Secretary may be appointed by the Board for such term as it may think fit Any Secretary so appointed may be removed by it, provided no Board Member may occupy the salaried post of Secretary
72. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Board Member and as, or in place of, the Secretary

THE SEAL

- 73 The Secretary or the Chief Executive in the absence of a Secretary shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board and every instrument to which the seal shall be affixed shall be signed by a Board Member and shall be countersigned by a second Board Member or by the Secretary (if any) or by some other person appointed by the Board for the purpose.

ACCOUNTS

- 74 The Board shall cause accounting records to be kept in accordance with the Act
- 75 The books of account shall be kept at the registered office of the Company, or, subject to the Act, at such other places as the Board thinks fit
- 76 Auditors shall be appointed and their duties regulated in accordance with the Act and all other relevant legislation

ANNUAL REPORT AND RETURN

- 77 The Board Members shall comply with their obligations under the Charities Act 2011 with regard to the preparation of an annual report and return and its transmission to the Charity Commission.

COMMUNICATIONS

- 78 Subject to the Articles and the Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Company under the Articles or the Act may be sent or supplied in any way in which the Act provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Company , including without limitation
- (a) in Hard Copy Form,
 - (b) in Electronic Form; or

- (c) by making it available on a website
79. Where a Document or information which is required or authorised to be sent or supplied by the Company under the Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement) Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Board Members may decide what agreement (if any) is required from the recipient
- 80 Subject to the Articles, any notice or Document to be sent or supplied to a Board Member in connection with the taking of decisions by Board Members may also be sent or supplied by the means which that Board Member has asked to be sent or supplied with such notices or Documents for the time being
- 81 A member present in person or by proxy at a meeting of the Company shall be deemed to have received notice of the meeting and the purposes for which it was called
- 82 Where any Document or information is sent or supplied by the Company to the members
- (a) where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted,
 - (b) where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent,
 - (c) where it is sent or supplied by means of a website, it is deemed to have been received
 - i when the material was first made available on the website, or
 - ii if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website
- 83 Subject to the Act, a Board Member or any other person (other than in their capacity as a member) may agree with the Company that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours
- 84 Where any Document or information has been sent or supplied by the Company by Electronic Means and the Company receives notice that the message is undeliverable.
- (a) if the Document or information has been sent to a member and is notice of a General Meeting of the Company , the Company is under no obligation to send a Hard Copy of the Document or information to the member's postal address as shown in the Company's register of members, but may in its discretion choose to do so,
 - (b) in all other cases, the Company shall send a Hard Copy of the Document or information to the member's postal address as shown in the Company's

register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any), and

- (c) the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies

85 Copies of the Company's annual accounts and reports need not be sent to a person for whom the Company does not have a current address

86 The provisions of the Act shall apply to communications to the Company

DISSOLUTION

87 On dissolution of the Company any surplus assets shall be applied in accordance with Article 7 and not be distributed among Sector or Registered Members

INDEMNITY

88 Subject to the provisions of the Act but without prejudice to any indemnity to which a Board Member may otherwise be entitled, every Board Member 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 judgment is given in his or her favour or in which he or she is acquitted or in connection any application in which relief is granted to him or her by the court for liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. The Company may purchase a trustee indemnity policy to insure against such risks, provided that it shall not extend to any claim arising from liability resulting from conduct which the directors know, or show have known was not in the interest of the Company, or which the directors did not care was in the interests of the Company or not, and provide also that any such insurance shall extend to any claim arising from liability from the costs of unsuccessfully defending legal proceedings resulting from criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the directors