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Gloucestershire
Community
Foundation

Local help, for local needs

PRIVATE COMPANY LIMITED BY GUARANTEE
SPECIAL RESOLUTION
of
COUNTY OF GLOUCESTERSHIRE COMMUNITY FOUNDATION ("Company")

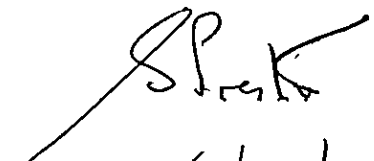
By a resolution of the Company passed at the annual general meeting on 1st day of September 2011,
the following resolution was passed as a special resolution

SPECIAL RESOLUTION

That the new regulations set out in the form of Articles of Association of the Company, a copy of which is produced to the meeting and signed by the Chairman for the purposes of identification, be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association

SIGNED

Chairman


15 / 9 / 2011

Date

SATURDAY



A6VDZXTD
A48 24/09/2011 127
COMPANIES HOUSE

Patron Her Grace The Duchess of Beaufort
President Dame Janet Trotter DBE - Lord-Lieutenant of Gloucestershire
Chairman Simon Preston DL Director Sally M Booth Company Number 2420411 Registered Charity 900239



grassroots
grants
Managed by the Gloucestershire Development Foundation
1st floor, 10, Colfax, 10th Floor, London



quality accredited by
Community Foundation Network
to standards endorsed by the Charity Commission

THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
COUNTY OF GLOUCESTERSHIRE COMMUNITY FOUNDATION
(ADOPTED ON 15 SEPTEMBER 2011)

INTERPRETATION

1 In these Articles -

"the Act" means the Companies Act 2006

"the Council" means the Council of Management of the Company

"secretary" means any person appointed to perform the duties of the secretary of the Company

"the United Kingdom" means Great Britain and Northern Ireland

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form

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 were adopted by the Company

NAME

2 The Company's name is "COUNTY OF GLOUCESTERSHIRE COMMUNITY FOUNDATION"

REGISTERED OFFICE

3 The Company's registered office is to be situated in England and Wales

OBJECTS

4 The Company's objects are -

The promotion of any exclusively charitable purpose in the United Kingdom and elsewhere which is in the opinion of the Council beneficial to the community but with a preference for the community in Gloucestershire

POWERS

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

- (a) To assist or promote either alone or in conjunction with any society, corporation or other body or person by advice, grants of money or otherwise the objects of the Company
- (b) To co-operate with Government Departments, Local Authorities and other agencies or organisations concerned with community-based work programmes
- (c) To provide, endow, furnish and fit out with all necessary furniture and other equipment and maintain and manage such buildings and other premises as may from time to time be required for the purpose of the Company
- (d) To employ all such officers and servants (not being a member of the Council) as may be required for the purposes of the Company

- (e) To undertake research surveys and investigations and to publish the results of the research
- (f) 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
- (g) To raise funds whether by inviting and receiving 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 part in such circumstances as the Company may think fit) or by making charges for the provision of advice or services which are in furtherance of the objects of the Company
- (h) 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
- (i) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments
- (j) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company
- (k) 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 from time to time be imposed or required by law
- (l) 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
- (m) 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
- (n) Subject to Article 6, to engage 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
- (o) 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 dependents
- (p) 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 6 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
- (q) 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

- (r) 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
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company
- (t) To do all such other lawful things as are necessary for the attainment of the above objects of any of them

Provided that -

- (a) In case the Company shall take or hold any property which may be subject to any trusts, 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 members of Council 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 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 the members of Council 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

BENEFITS TO COUNCIL MEMBERS

- 6 1 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 therefore 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 Council 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 the Council) for any services rendered to the Company and of reasonable and proper remuneration to any member of the Council for services rendered to the Company otherwise than any remuneration for services provided by him in his capacity as a member of the Council,
- (b) of interest on money lent by any member of the Company or of the Council 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 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 the Council,
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Council may also be a member holding not more than 1/100th part of the capital of that company,
- (e) to any member of the Council of reasonable and proper out of pocket expenses, and

- (f) of any premium in respect of any insurance or indemnity to cover the liability of the members of the Council (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company provided that any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or wilful neglect or default on the part of the members of the Council (or any of them)

6.2 Save for the payments referred to in Articles 6.1(e) and (f), the Company and the Council may only rely upon the authority provided by Article 6.1 in respect of payments or benefits to a member of Council if each of the following conditions is satisfied

- (a) the remuneration or other sums paid to the member of Council does not exceed an amount that is reasonable in all the circumstances,
- (b) the member of Council is absent from the part of any meeting at which there is discussion of
 - (i) his contract or remuneration, or any matter concerning the contract,
 - (ii) his performance of the contract, or
 - (iii) any proposal to enter into any other contract or arrangement with him or to confer any benefit upon him that would be permitted under Article 6.1,
- (c) the member of Council does not vote on any such matter and is not counted when calculating whether a quorum of directors is present at the meeting,
- (d) the remaining members of Council are satisfied and agree that it is in the best interests of the Company to contract with that member of Council rather than with someone who is not a member of Council,
- (e) the reason for their decision is recorded by the members of Council in the minute book,
- (f) the amount or maximum amount of any remuneration payable to a member of Council is set out in an agreement in writing between the Company or members of Council and that member of Council, and
- (g) the number of members of Council then in office who have received remuneration or other benefits from the Company are in a minority

6.3 The following words in Articles 6.1 and 6.2 (as the case may be) shall have the following meanings

- (a) "company" shall include any company in which the Company
 - (i) holds more than 50% of the shares,
 - (ii) controls more than 50% of the voting rights attached to the shares, or
 - (iii) has the right to appoint one or more directors to the board of the company, and
- (b) "member of Council" shall include the following
 - (i) a child, parent, grandchild, grandparent, brother or sister of a member of Council,
 - (ii) the spouse or civil partner of a member of Council or of any person falling within (i),
 - (iii) a person carrying on a business in partnership with a member of Council or with any person falling within (i) or (ii),

- (iv) an institution which is controlled
 - (A) by a member of Council or by any person falling within (i), (ii) or (iii), or
 - (B) by two or more persons falling within (A) when taken together, and
- (v) a body corporate in which
 - (A) the member of Council or any person falling within (i), (ii) or (iii) has a substantial interest, or
 - (B) two or more persons falling within (A), when taken together, have a substantial interest
- (c) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in (b) above as follows
 - (i) "child" includes a step-child and an illegitimate child,
 - (ii) "civil partner" shall include a person living with a member of Council as that member of Council's husband or wife and includes two persons of the same sex who are not civil partners but live together as if they were,
 - (iii) a person controls an institution if he is able to secure that the affairs of the institution are conducted in accordance with his wishes,
 - (iv) a person has a substantial interest in a body corporate if he is
 - (A) interested in shares comprised in the equity share capital of that body of a nominal value of more than one-fifth of that share capital, or
 - (B) is entitled to exercise, or control the exercise of, more than one-fifth of the voting power at any general meeting of that body

LIMITATION OF LIABILITY

- 7 The liability of the members is limited
- 8 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

DISSOLUTION

- 9 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 6 1, 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

MEMBERS

- 10 The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Company Every member of the Company

shall either sign a written consent to become a member or sign the register of members on becoming a member

- 11 Unless the members of the Council or the Company in general meeting shall make other provision pursuant to the powers contained in Article 80, the members of the Council may in their absolute discretion permit any member of the Company to retire, provided (regardless of any other provision pursuant to Article 80) that after such retirement the number of members is not less than three

GENERAL MEETINGS

- 12 The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other 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 date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint
- 13 The Council may, whenever it thinks fit, convene a general Meeting, and general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 303 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council

NOTICE OF GENERAL MEETINGS

- 14 A general meeting shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, 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 manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company

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 an 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 not less than ninety-five per cent of the total voting rights at that meeting of all the members
- 15 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS

- 16 All business shall be deemed special that is transacted at a general meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors
- 17 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, three members present in person or one-tenth of the membership, whichever shall be the greater shall be a quorum. 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 to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine

- 18 The chairman, if any, of the Council shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Council present shall elect one of their number to be chairman of the meeting
- 19 If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall chose one of their number to be chairman of the meeting
- 20 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting
- 21 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 on the declaration of the result of the show of hands) demanded
 - (a) by the chairman, or
 - (b) by at least two members present in person or by proxy, or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution

The demand for a poll may be withdrawn

- 22 Except as provided in Article 24, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 23 In the case of an equality of votes, whether on a show of hands or a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second casting vote
- 24 A poll demanded on the election of a chairman or on a question of adjournment, shall be taken forthwith A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll
- 25 Except where otherwise provided by the Act, a written resolution (whether an ordinary or a special resolution) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held A written resolution may be set out in more than one document

VOTE OF MEMBERS

- 26 Every member shall have one vote
- 27 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy
- 28 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid
- 29 On a poll votes may be given either personally or by proxy
- 30 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company
- 31 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall 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 a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid

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

" _____ Limited

I/We _____ of _____ in the County of _____ being
a member/members of the above named Company, hereby appoint _____ of _____
or failing him _____ of _____ as my/our proxy to vote for me/us on my/our
behalf at the general meeting of the Company to be held on the day of _____ 20 _____, and
at any adjournment thereof

Signed this _____ day of _____ 20 _____,"

- 33 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

" _____ Limited

I/We _____ of _____ in the County of _____ being
a member/members of the above named Company, hereby appoint _____ of _____
or failing him _____ of _____ as my/our proxy to vote for me/us on my/our
behalf at the general meeting of the Company to be held on the day of _____ 20 _____, and
at any adjournment thereof

This form is to be used * in favour of the resolution
against

Unless otherwise instructed, the proxy will vote as he thinks fit

* Strike out whichever is not desired "

- 34 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
- 35 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used,

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 36 Any corporation which is a member of the Company may by resolution of the Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company

COUNCIL OF MANAGEMENT

- 37 The maximum number of the members of the Council shall be determined by the Company in general meeting, but unless and until so fixed there shall be no maximum number and the minimum number of members of the Council shall be three
- 38 The members of the Council shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or general meetings of the Company or in connection with the business of the Company

BORROWING POWERS

- 39 The Council may 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, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party subject to such consents as may be required by law

POWERS AND DUTIES OF THE COUNCIL

- 40 (a) The business of the Company shall be managed by the Council, which may pay all expenses incurred in promoting and registering 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 Council which would have been valid if that regulation had not been made
- (b) In the exercise of the aforesaid powers and in the management of the business of the Company, the members of the Council shall always be mindful that they are charity trustees for the purposes of the Charities Act 1993, as amended, as the persons having the general control and management of the administration of a charity
- 41 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine
- 42 The Council shall cause minutes to be made in books provided for the purpose -
- (a) of all appointments of officers made by the Council,

- (b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council,
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Council and of committees of the Council

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 43 The office of member of the Council shall be vacated if the member
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (b) becomes prohibited from being a member of the Council by reason of any order made under any provision of the Company Directors Disqualification Act 1986, or
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs, or
 - (d) resigns his office by notice in writing to the Company, or
 - (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 182 of the Act
- 44 A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted

ROTATION OF MEMBERS OF THE COUNCIL

- 45 At the first Annual General Meeting of the Company all the members of the Council shall retire from office, and at the Annual General Meeting in every subsequent year one third of the members of the Council for the time being or, if their number is not three or a multiple of three, then the number nearest one third, shall retire from office
- 46 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
- 47 Each member of the Council must retire at the Annual General Meeting of the Company next after the eighth anniversary of his appointment as a member of the Council and upon such retirement such person shall not be eligible for re-election but, subject thereto, any member of the Council retiring pursuant to Articles 45 and 46 shall be eligible for re-election
- 48 The Company at the meeting at which a member of the Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of the Council 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 member of the Council shall have been put to the meeting and lost
- 49 No person other than a member of the Council retiring at the meeting shall unless recommended by the Council be eligible for election to the office of member of the Council at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose any such person for election, and also notice in writing signed by that person of his willingness to be elected
- 50 The Company may from time to time by ordinary resolution increase or reduce the number of members of the Council, and may also determine in what rotation the increased or reduced number is to go out of office

- 51 The Council shall have power at any time, and from time to time, to appoint any person to be a member of the Council, either to fill a casual vacancy or as an addition to the existing members of the Council, but so that the total number of members of the Council shall not at any time exceed any maximum number fixed in accordance with these Articles. Any member of the Council 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 members of the Council who are to retire by rotation at such meeting.
- 52 The individual who from time to time holds the office of High Sheriff of Gloucestershire shall be a member of the Council for so long as he or she continues to hold the office of High Sheriff of Gloucestershire without the necessity for any formal appointment to or removal from membership of the Council, provided only that each such individual shall consent to being a member of the Council for such period. An individual who is a member of the Council in consequence of holding the office of High Sheriff of Gloucestershire shall not be counted as a member of the Council for the purposes of Article 45 (rotation of members of the Council) but in all other respects shall be subject to the provisions of these Articles of Association in the same way as any other Council member.
- 53 The Company may by ordinary resolution, of which special notice has been given in accordance with Section 312 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member of the Council.
- 54 The Company may by ordinary resolution appoint another person in place of a member of the Council removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 51 the Company in general meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member of the Council. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member of the Council in whose place he is appointed was last elected a member of the Council.

PROCEEDINGS OF THE COUNCIL

- 55 The Council may meet together for the despatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the Council may, and the secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.
- 56 The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be three or one third of the number of members of the Council for the time being whichever shall be the greater number.
- 57 The continuing members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the Council, the continuing members or member of the Council may act for the purpose of increasing the number of members of the Council to that number, or of summoning a general meeting of the Company but for no other purpose.
- 58 The Council may elect a chairman of its meetings and determine the period for which he is to hold office, but, 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 of the Council present may choose one of their number to be chairman of the meeting.
- 59 The Council may delegate any of its powers to such committees as it thinks fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council and shall report all acts and proceedings to the Council as soon as is reasonably practicable.

- 60 A committee may elect a chairman of its meetings, 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
- 61 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
- 62 All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a member of the Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council
- 63 A resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held,

CONFLICTS OF INTEREST

- 64 Subject to Article 63, any member of Council who has or may have a conflict of interest by virtue of receiving or being likely to receive a benefit from a transaction or arrangement in which the Company and he are interested or by virtue of having an interest which conflicts or may conflict with an interest of the Company ("Conflicted Member") in relation to any matter must
- (a) declare the nature and extent of his or her interest before discussion begins on the matter,
 - (b) withdraw from the meeting for that item after providing any information requested by the other Council members,
 - (c) not be counted in the quorum for that part of the meeting, and
 - (d) be absent during the vote and have no vote on the matter
- 65 When a Council member is a Conflicted Member the other Council members, if they form a quorum without counting the Conflicted Member and are satisfied that it is in the best interests of the Company to do so, may by resolution passed in the absence of the Conflicted Member authorise the Conflicted Member, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Member, to
- (a) continue to participate in discussions leading to the making of a decision and/or to vote, or
 - (b) disclose to a third party information confidential to the Company, or
 - (c) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Member of any payment or material benefit from the Charity, or
 - (d) refrain from taking any step required to remove the conflict
- 66 Article 65 may be amended by special resolution but, where the result would be only to permit any material benefit to a member of the Council, only with the prior written consent of the Charity Commission
- 67 For the purposes of Articles 64, 65 and 66 references to a member of Council are deemed to include the persons specified in Article 5 3(b)

SECRETARY

- 68 The secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit, and any secretary so appointed may be removed

by it Provided always that no member of the Council may occupy the salaried position of secretary

- 69 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Council and as, or in place of, the secretary

ACCOUNTS

- 70 The Council shall cause accounting records to be kept in accordance with the provisions of the Act
- 71 The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the officers of the Company
- 72 The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Council or by the Company in general meeting
- 73 The Council shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be filed at the Companies Registry such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the Act to be prepared and filed
- 74 A copy of every balance sheet and every other document required by law to be filed at the Companies Registry with the Company's accounts shall not later than the date on which it must be filed be sent to every member of, and every holder of debentures of, the Company, Provided that this Article shall not require a copy of those 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

AUDIT

- 75 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

NOTICES

- 76 Any notice to be given to or by any person pursuant to the Articles
- (a) must be in writing, or
 - (b) must be given using electronic communication
- 77 1 The Company may give any notice to a member of the Company either
- (c) personally, or
 - (d) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
 - (e) by leaving it at the address of the member, or
 - (f) subject to obtaining the general consent of the member to receiving notices, information and documents from the Company in electronic form, by giving it using electronic communication to the member's address

- 77 2 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
- 78 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 given
- 79 1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- 79 2 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
- 79 3 A notice shall be deemed to be given
- (a) 48 hours after the envelope containing it was posted, or
 - (b) in the case of an electronic communication, 48 hours after it was sent

RULES OR BYE LAWS

- 80 (a) The Council may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing it may by such Rules or Bye Laws regulate -
- (i) the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and 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 servants,
 - (ii) 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,
 - (iv) the procedure at general meetings and meetings of the Council and committees of the Council in so far as such procedure is not regulated by these presents, and
 - (v) generally, all such matters as are commonly the subject matter of Company rules

The Company in general meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Council shall adopt such means as they deem 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 Association of the Company

INDEMNITY

- 81 In the execution of his duties and the exercise of his rights in relation to the affairs of the Company (and without prejudice to any indemnity to which he may otherwise be entitled) every member of the Council shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by him and arising by reason of any improper investment made by or for the Company in good faith (so long as he shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not

necessary or by reason of any mistake or omission made in good faith by him or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the member of the Council who is sought to be made liable This clause shall only have effect insofar as it is not avoided by any provision of the Act

SP
Chairman