

ARTICLES OF ASSOCIATION

OF

BRITISH OVERSEAS NGOS FOR DEVELOPMENT (BOND)

Company Registration Number 03395681

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The Companies Act 2006

Company Limited by Guarantee and not having a share capital

ARTICLES OF ASSOCIATION

OF

BRITISH OVERSEAS NGOS FOR DEVELOPMENT (BOND)

(as amended by a special resolution passed on 3 November 2011)

1. Interpretation

In these Articles:

“the Act” means the Companies Act 1985, 1989 and 2006 (to the extent in force) including any re-enactment or statutory modification of those Acts.

“the Board” means the board of trustees of the Company, the members of which are the directors of the Company and are charity trustees.

“Board Event” means Board meeting, the Annual General Meeting, any General Meeting or Board away day.

“the Charities Act” means the Charities Acts 1992, 1993 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time.

“Charity Commission” the Charity Commission of England and Wales.

“Clear Days” in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;

“the Office” means the registered office of the Company.

“secretary” means any person appointed to perform the duties of the secretary of the Company.

“signed” shall include faxes of signatures and other forms of authentication that are permitted by law.

“the United Kingdom” means Great Britain and Northern Ireland.

“in Writing” written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail or fax (to the extent legally permissible).

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.

2. Name

- 2.1 The name of the company ("the Company") is British Overseas NGOs for Development (BOND).

3. Registered Office

- 3.1 The registered office of the Company will be situated in England.

4. Objects

- 4.1 The objects for which the Company is established are for the advancement of any charitable purpose and in particular for the relief of need anywhere in the world arising out of poverty, sickness, distress, age, infirmity and disablement by promoting the efficiency and effectiveness of voluntary organisations and other institutions in so far as such organisations and institutions are working to advance charitable purposes.

5. Powers

- 5.1 In furtherance of the said objects, but not further or otherwise, the Company shall have power:

- 5.1.1 to develop experience and ideas between voluntary organisations and the Government of the United Kingdom, the European Union and other countries' Governments and amongst voluntary organisations;
- 5.1.2 to write, print or otherwise reproduce and circulate, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes;
- 5.1.3 to liaise and act as a forum for the exchange of information between the Government and voluntary agencies;
- 5.1.4 to co-ordinate the activities of both charitable and voluntary organisations;
- 5.1.5 to provide advice and information to charities and voluntary organisations;
- 5.1.6 to represent the views of charities and voluntary organisations on relevant subjects;
- 5.1.7 to hold exhibitions, meetings, lectures, classes, seminars, workshops, courses or other events either alone or with others;
- 5.1.8 to promote research, experimental work, scientific investigation and development into any aspect of the objects of the Company and its work and to disseminate the useful results of any such research for the public benefit;
- 5.1.9 to co-operate and enter into arrangements with any authorities, national, local or otherwise;

- 5.1.10 to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- 5.1.11 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;
- 5.1.12 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;
- 5.1.13 subject to such consents as may be required by law, to borrow and raise money for the objects of the Company on such terms and conditions and on such security as may be thought fit;
- 5.1.14 to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections;
- 5.1.15 to carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object of the Company or such trade is temporary and ancillary to the carrying out of the said objects;
- 5.1.16 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- 5.1.17 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;
- 5.1.18 to invest the moneys of the Company not immediately required for 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 imposed or required by law and subject also as hereinafter provided;
- 5.1.19 to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- 5.1.20 to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- 5.1.21 to lend money and give credit to, take security for such loans or credit from and to guarantee and become or give security for the performance of contracts or obligations by any person or company as may be necessary or expedient for the work of the Company;

- 5.1.22 to provide indemnity insurance to cover the liability of the Board which by virtue of any rule of law would 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 shall not extend to any claim arising from any act or omission which the Board in reckless disregard of whether it was a breach of trust or a breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board in their capacity as directors of the Company;
- 5.1.23 to employ and pay any person or persons not being members of the Board to supervise, organise, carry on the work of and advise the Company;
- 5.1.24 to insure and arrange insurance cover for and to indemnify its officers, employees and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- 5.1.25 to pay, subject to the provisions of Article 6 hereof, reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company and their dependants;
- 5.1.26 to apply monies in insuring any buildings or other property to their full value;
- 5.1.27 to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by these Articles of Association;
- 5.1.28 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- 5.1.29 to establish where necessary local branches (whether autonomous or not);
- 5.1.30 to do all such other lawful things as shall further the above objects or any of them.

6. Use of income and property

- 6.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles 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 Board 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, employee or consultant of the Company not being a member of its Board for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company or of its Board at a rate per year not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Board 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 Board;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of that company;
- (e) to any member of its Board of out-of-pocket expenses; and
- (f) of any premium in respect of indemnity insurance to cover the liability of the Board which by virtue of any rule of law would 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 shall not extend to any claim arising from any act or omission which the Board in reckless disregard of whether it was a breach of trust or a breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board in their capacity as directors of the Company.

7. Limited Liability

- 7.1 The liability of the members is limited.

8. Guarantee by Members of the Charity

- 8.1 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding one pound.

9. Members

- 9.1 The subscribers to the Memorandum of Association and such other bodies as the Board shall admit to membership shall be members of the Company.

- 9.2 Full membership shall be open to UK based national and local organisations, whether corporate or unincorporated.
- 9.3 Associate membership is open to bodies at the discretion of the Board. Associate members shall be entitled to all the rights and privileges of membership save that they shall not be entitled to vote at meetings or serve as Board members and shall not be members for the purposes of company law.
- 9.4 Every person admitted to membership of the Company shall either sign a written consent to become a member or sign the register of members.
- 9.5 An application for membership may be approved or rejected by the Board.
- 9.6 The Board shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED THAT the member concerned shall have a right to be heard before a final decision is made.

10. Subscriptions

- 10.1 There shall be an annual subscription for all members of an amount or amounts to be determined from time to time by the Board. Subscriptions shall be paid on such dates and in such manner as determined by the Board.
- 10.2 The Board may reduce, vary or waive the subscription for any member or category of members.

11. Resignation

- 11.1 A member may resign by written notice to the secretary but shall not be entitled to a refund of any part of the annual subscription.
- 11.2 A member whose subscription is more than 6 months in arrears may be subject to a penalty fee which shall be set by the Board, and may be deemed, by decision of the Board, to have resigned.
- 11.3 Unless the members of the Board or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 35 the Board members may in their absolute discretion permit any member of the Company to withdraw from the Company provided that after such retirement the number of members is not less than three. Membership shall not be transferable.

12. General Meetings

- 12.1 The Company shall 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. The Annual General Meeting shall be held at such time and place, as the Board shall appoint. All General Meetings other than Annual General Meetings shall be called General Meetings.

- 12.2 The Board may call a general meeting whenever they wish. Such a meeting must also be called if not less than five per cent of the members of the Company request it in accordance with the Act.

13. Notice of General Meetings

- 13.1 An Annual General Meeting or a General Meeting shall be called by at least fourteen clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and 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 in the case of the Annual General Meeting or any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety per cent of the total voting rights at that meeting of all the members.
- 13.2 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 of that meeting.

14. Procedures at General Meetings

- 14.1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of members of the Board in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
- 14.2 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; three members or one-fifth of the membership present in person or by proxy, whichever is greater, shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same day in the second following week at the same time and place, or to such other day and at such other time and place as the Board may determine 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.
- 14.3 The Chair, if any, of the Board shall chair every General Meeting of the Company, or if there is no such Chair, 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 Board present shall elect one of their number to chair the meeting.
- 14.4 If at any meeting no Board member is willing to act as Chair or if no Board member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.

- 14.5 A Board member shall, notwithstanding that they are not a representative of a member of the Company, be entitled to attend and speak at any General Meeting.
- 14.6 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no other 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 fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 14.7 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:
- 14.7.1 by the Chair; or
- 14.7.2 by at least two members present and having the right to vote at the meeting; or
- 14.7.3 by a member or members representing not less than ten per cent of the total voting rights of the members having the right to vote on the resolution.

Unless a poll is so demanded, a declaration by the Chair 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 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 before the poll is taken, but only with the consent of the Chair. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

- 14.8 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote in addition to any other vote he may have.
- 14.9 A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the Chair of the meeting directs, not being more than thirty days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

15. Written Agreement to Resolution

- 15.1 Except in the case of a resolution to remove a Board member or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- 15.1.1 it must be in writing;
 - 15.1.2 in the case of a special resolution it must be signed by at least 75 per cent of all those members (or their duly authorised representatives) entitled to receive notice of and to attend General Meetings;
 - 15.1.3 in the case of an ordinary resolution it must be signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend General Meetings;
 - 15.1.4 it may consist of two or more documents in identical form signed by members; and
 - 15.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.
- 15.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

16. Votes of Members

- 16.1 Subject to Article 14, every member shall have one vote and members may vote by proxy.
- 16.2 Members may appoint a proxy who need not be a member of the Company. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak vote and demand a poll at a meeting of the Company.

17. Proxies

- 17.1 A person holding a proxy may vote on any resolution.
- 17.2 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the Board may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he or she thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at or sent by fax or by email to the Office or such other place or person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).
- 17.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited or sent by fax or by email at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).

17.4 A proxy in the following form will be acceptable:

“I

of

a member of British Overseas NGOs for Development (BOND)

hereby appoint the Chair of the Company or if he is not present the chairman of the Meeting*

.....

as my proxy to vote for me on my behalf at the [Annual] General Meeting of the Company to be held on the day of and any adjournment thereof.

Signed on the day of ”

****If you do not wish to appoint the Chair or the chairman of the meeting, please delete the reference to the Chair/chairman of the meeting and insert the name and address of your appointee in the space that follows.***

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

17.5 No member shall be entitled to vote at any General Meeting unless all moneys presently payable by it to the Company have been paid.

17.6 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

17.7 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

18. Organisations acting by representatives at meetings

18.1 Any organisation which is a member of the Company may by resolution of its Board 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 organisation which he represents as that organisation could exercise if it were an individual member of the Company.

19. The Board

- 19.1 The Board consists of not fewer than three and no more than fifteen persons.
- 19.2 Up to fifteen Board members may be elected by the members. Where there are no more candidates than vacant posts the candidates shall be declared elected at the annual general meeting without the necessity of a ballot.
- 19.3 Subject to Article 19.1, any number of Board members may be appointed by the Board.
- 19.4 No more than 25% of the Board members shall come from outside the membership of the Company or shall have no association with the members of the Company.

20. Retirement of Board Members

- 20.1 At the third annual general meeting after his last election if elected by the members or at the first Board meeting in the third year following his appointment if appointed by the Board a Board member shall retire. He shall be eligible for re-election or re-appointment provided that no Board member may continue to serve after two terms in office without a period of at least two years out of office unless on the recommendation of the Board the Board member is elected or appointed for one further consecutive term of a maximum of one year.
- 20.2 Only Board members retiring at an annual general meeting shall be eligible for election to the Board unless:
 - 20.2.1 not less than three nor more than twenty-one days before the date set for the annual general meeting, there shall have been left at the registered office of the Company notice in writing signed by a member body qualified to attend and vote at the annual general meeting for which such notice is given, of their intention to propose such a representative for election, and also notice in writing signed by that representative of willingness to be elected. The notice shall give the particulars of that representative which would, if the representative was so elected, be required to be included in the register of Board members.
 - 20.2.2 A committee appointed by the Board recommends an individual for election to the Board at the annual general meeting.

21. Filling vacancies in the Board

- 21.1 The Board can appoint anyone as a Board member to fill a vacancy amongst the elected Board members. They will hold office until the next annual general meeting where they may be elected by the members.
- 21.2 In the event that a Board member appointed in accordance with Article 21.1 goes on to be elected by the members, for the purposes of the maximum terms of office referred to in Article 20.1, his initial appointment shall be the date on which he is elected by the members.

22. Payment of reasonable expenses to Board members

- 22.1 The Board members shall be paid all reasonable out of pocket, hotel and other expenses properly incurred by them in attending and returning from Board meetings or General Meetings of the Company or in connection with the business of the Company.

23. Borrowing Powers

- 23.1 The Board 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 charitable body where such action will directly further the objects of the Company.

24. Powers and Duties of the Board

- 24.1 The business of the Company shall be managed by the Board who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Board, which would have been valid, if that regulation had not been made.
- 24.2 All cheques 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 Board shall from time to time determine provided that all cheques shall be signed by not less than two authorised signatories.
- 24.3 The Board shall cause minutes to be made:
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the Board members present at each Board Meeting; and
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Board.

25. Ending of Board membership

- 25.1 The office of Board member shall be vacated if the member:
- 25.1.1 ceases to be a Board member by virtue of any provision in the Act or the Company Directors Disqualification Act 1986 (or any regulations made under it) or is disqualified from acting as a Board member by virtue of Section 72 of the Charities Act 1993 (or any statutory re- enactment or modification of that provision);
 - 25.1.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;

- 25.1.3 resigns his office by written notice to the Company;
- 25.1.4 is absent from more than half of the Board Events in any calendar year and the Board members resolve that his office be vacated.

26. Conflicts of Interest

- 26.1 To the extent required by law every Board member shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.
- 26.2 Where the duty of a Board member to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Company including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:
 - 26.2.1 the matter in relation to which that duty exists has been proposed to the Board members at a meeting of the Board members and has been authorised by them; and
 - 26.2.2 any requirement as to the quorum of such meeting is met without counting the Board member in question, or any other interested Board member, subject to Articles 26.3 and 26.4; and
 - 26.2.3 the matter was agreed to without any such Board member voting, or would have been agreed to if the vote of any such Board member had not been counted, subject to Articles 26.3 and 26.4.
- 26.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Board members present at the meeting to constitute a quorum, the unconflicted Board members present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 26.2 and the manner of dealing with the conflict, provided that:
 - 26.3.1 they may only give such authorisation where they are satisfied that the conflicted Board member or Board members will not receive any direct or indirect benefit other than one permitted by these Articles; and
 - 26.3.2 the total number of Board members at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.
- 26.4 In the event that all of the Board members present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Board members present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Articles 26.3.1 and 26.3.2 above.

- 26.5 The duty to deal with conflicts referred to in Article 26.2 applies in the case of the exploitation of property, information or opportunity even if the Company is not taking, or could not take, advantage of the opportunity.
- 26.6 The Board members shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest.
- 26.7 The Board may by resolution passed in the manner set out in this Article, authorise a Board member not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Board member.

27. Proceedings of the Board

- 27.1 The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote. A Board member may, and the secretary on the request of a Board member shall, at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting to any member for the time being absent from the United Kingdom.
- 27.2 The Board shall meet at least four times a year. Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.
- 27.3 The quorum necessary for the transaction of the business of the Board may be fixed by the Board and for the time being shall be fifty per cent. of the members of the Board plus one. Where fifty per cent. of the members of the Board does not produce a whole number the quorum shall be the next higher whole number plus one.
- 27.4 The Board 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, the Board may act for the purpose of increasing the number of its members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
- 27.5 The Board may elect a Chair of their meetings and determine the period for which he is to hold office; but, if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the Board members present may choose one of their number to chair the meeting.
- 27.6 The Board may delegate any of their powers to sub-committees consisting of such persons as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board fully and promptly.
- 27.7 The Board shall appoint a Chair of each sub-committee; if no such Chair is appointed, or if at any meeting the Chair is not present within five minutes

after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.

- 27.8 A sub-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 Chair shall have a second or casting vote.
- 27.9 All acts done by any meeting of the Board or of a sub-committee, or by any person acting as a Board member, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board member.
- 27.10 A resolution in writing, signed by all the Board members entitled to receive notice of a Board meeting, shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held and may consist of several documents in like form each signed by one Board member or more.

28. Secretary

- 28.1 The Board may but, subject to the Act, need not appoint a secretary and may decide his period of office, pay and any conditions of service, and may remove him from office.
- 28.2 The Act says that some actions must or may be taken both by a Board member and by the secretary. If one person is both a Board member and secretary, that one person may not act in the capacity of both Board member and secretary for any business that requires the action of both a Board member and the secretary.

29. Accounts

- 29.1 Accounts shall be prepared in accordance with the Act and the Charities Act.

30. Annual Report

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

31. Annual Return

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

32. Notices

- 32.1 A notice calling a meeting of the Board need not be in writing.
- 32.2 The Company may give notices, accounts or other documents to any member either:

- 32.2.1 personally; or
- 32.2.2 by delivering them or sending them by ordinary post to the member's registered address; or
- 32.2.3 if the member has provided the Company with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or
- 32.2.4 if the member has provided the Company with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or
- 32.2.5 in accordance with the provisions for communication by website set out below.

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which he has given the Company for that purpose or in accordance with Article 32.2.1, 32.2.3, 32.2.4 or 32.2.5 above. However, a member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Company, irrespective of whether they have consented to receiving notices by email or fax.

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Company receives no indication that they have not been received.

- 32.3 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.
- 32.4 The Company may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Company that it is not.
- 32.5 Where a member has informed the Company in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Company by means of a website, such information will be validly given if the Company sends that member a notification informing him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a General Meeting the notification must state that it concerns a notice of a General Meeting and give the place,

date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

33. Indemnity

- 33.1 Subject to the provisions of the Act 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 them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to him by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

34. Dissolution

- 34.1 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 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

35. Rule or Bye Laws

- 35.1 The Board may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose 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:
- 35.1.1 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.
 - 35.1.2 The conduct of members of the Company in relation to one another, and to the Company's employees.
 - 35.1.3 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.
 - 35.1.4 The procedure at General Meetings and meetings of the Board and sub-committees in so far as such procedure is not regulated by these Articles.
 - 35.1.5 And, generally, all such matters as are commonly the subject matter of Company rules.

- 35.2 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 Board 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 Articles of Association of the Company.