

## **The Companies Acts 1985 & 1989**

### **COMPANY LIMITED BY GUARANTEE**

COMPANY No 3455202

### **Memorandum of Association of The British Council of Disabled People**

- 1 The name of the company is "The British Council of Disabled People" (referred to in this document as "BCODP").
- 2 The registered office of BCODP will be situated in England and Wales.
- 3 The objects of BCODP are to relieve the disability of people with physical, mental or sensory impairments and to further their independence and full participation in the community.
- 4 In furtherance of the above but not otherwise, BCODP shall have the following powers:
  - (a) To co-ordinate and support the activities of organisations controlled by disabled people in Britain subject to those activities being wholly and exclusively charitable;
  - (b) To provide a forum for the exchange of information, ideas and views between disabled people and to collect and disseminate information with other bodies having similar charitable objects;
  - (c) To carry out programmes designed to promote the active participation of disabled people through promoting equality of opportunity and their full integration into the community;
  - (d) To promote the lawful use of all powers conferred on bodies (whether statutory or otherwise) for the greater good of disabled people and their active participation in the community;



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- (e) To assist in resolving the social problems of disabled people by research, studies, projects, training, education, liaison and representation and to provide such other facilities to assist the advancement in life of all disabled people;
- (f) To co-operate with statutory authorities and voluntary organisations having objects similar to those of BCODP;
- (g) To construct, maintain and alter any buildings or erections which BCODP may think necessary for the promotion of its objects;
- (h) To publish books, pamphlets, reports, leaflets, journals, films and instructional matter;
- (i) To acquire or found and to carry on schools and educational establishments and to run lectures, seminars, conferences and courses;
- (j) To receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote BCODP's objects or any of them and to hold funds in trust for same, provided that BCODP shall not undertake any permanent trading activities in raising funds for its charitable objects;
- (k) Subject to such consents as may be required by law, if any, to borrow or raise money for BCODP on such terms and on such security as may be thought fit;
- (l) To establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of BCODP or calculated to further its objects;
- (m) To undertake and execute any charitable trusts which may be lawfully undertaken by BCODP and may be necessary to its objects;
- (n) To invest the monies of BCODP not immediately required for its own purposes 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 for the time being may be imposed or required by law and subject also as hereinafter provided;
- (o) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes or property of any kind necessary or convenient for or in connection with the objects of BCODP;
  - (p) To sell, improve, develop, exchange, let on rent, royalty or otherwise and in any manner deal with or dispose of all or any of property and assets for the time being of BCODP subject to such consents as may be required by law and subject also to the provisions of this Memorandum of Association;
  - (q) To engage or employ such personnel (not being members of its National Council), whether as employees, consultants, advisers or however, as may be required for the promotion of the objects of BCODP;
  - (r) To open and operate bank accounts and other facilities for banking in the name of BCODP;
  - (s) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

**PROVIDED THAT:**

- 1 In case BCODP shall take or hold any property which may be subject to any trusts, BCODP shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- 2 In case BCODP shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, BCODP 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 that may come into their hands the

National Council (being the board of directors of BCODP) 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 such National Council of BCODP would have been if no incorporation had been effected, and the incorporation of BCODP shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such National Council but they shall, as regards such property, be subject jointly and separately to such control and authority as if BCODP were not incorporated;

- 3 The objects of BCODP shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- 5 In carrying out its objects BCODP shall promote equality of opportunity for all sections of the community, both in its own affairs and in society generally.
- 6 The income and property of BCODP shall be applied solely towards the promotion of its objects set out in this Memorandum of Association, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise whatsoever by way of profit to the members of BCODP and no member of the National Council shall be appointed to, any office of BCODP paid by salary or fees or receive any remuneration or other benefit in money or money's worth from BCODP, PROVIDED THAT nothing shall prevent any payment in good faith by BCODP:
  - (a) Of reasonable and proper remuneration to any member, officer or servant of BCODP (not being a member of its National Council) for any services rendered to BCODP;
  - (b) Of interest on money lent by any member of BCODP (or of its National Council) at a rate per annum not exceeding 2

per cent less than the base lending rate of BCODP's bankers or 3 per cent, whichever is the greater;

(c) Of reasonable and proper rent for premises demised or let by any member of BCODP (or of its National Council);

(d) Of fees, remuneration or other benefits in money or money's worth to a company of which a member of the National Council may be a member holding not more than 1/100th part of the capital of the company;

(e) Of grants, loans, donations or any other kind of financial assistance to any individual, organisation, firm, company, society or statutory authority which is a member of BCODP or of its National Council or is represented on the National Council provided that any such assistance is in respect of charitable activities in furtherance of the objects of BCODP;

(f) To any member of the National Council in respect of reasonable out-of-pocket expenses;

(g) Of payment of any premium in respect of any insurance or indemnity to cover the liability of the members of the National 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 BCODP, provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the National Council (or any of them) knew or ought reasonably to have known was a breach of duty or breach of trust or which was committed by the National Council (or any of them) in reckless disregard or whether it was a breach of duty or breach of trust or not.

7 The liability of the members is limited.

8 Every Full Member of BCODP undertakes to contribute to the assets of BCODP in the event of the same being wound up during the time it is a member, or within one year afterwards, for the payments of the debts and liabilities of BCODP contracted before the time at which it ceases to be a member and of the costs, charges and expenses of winding up the

same, and for the adjustments of the rights of the contributors among themselves such amount as may be required not exceeding one pound.

- 9 If upon the winding up or dissolution of BCODP there remains after the satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of BCODP but shall be given or transferred to some other charitable Institution or institutions having objects similar to the objects of BCODP and which shall prohibit the distribution of its or their income to an extent as least as great as is imposed on BCODP under or by virtue of clause 6 above, such institution or institutions to be determined by the members of BCODP at or before the time of dissolution, and in so far as effect cannot be given to this provision, then to some other charitable object.
- 10 No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall cause BCODP to cease to be a charity in law.

**The Companies Acts 1985 & 1989**

**COMPANY LIMITED BY GUARANTEE**

**Articles of Association of**

**The British Council of Disabled People**

COMPANY N° 3455202

**Interpretations**

1. In these Articles:

"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.

"BCODP" means the above-named company.

"The National Council" means all those persons appointed to perform the duties of directors of BCODP.

"Secretary" means any person appointed to perform the duties of the Secretary of BCODP.

"Employee" means anyone holding a contract of employment with BCODP to undertake eight or more hours paid work per week for BCODP.

"The Seal" means the common seal of BCODP.

"In writing" shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form.

- 2 Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

## **Members**

- 3 The first members of BCODP shall be the Subscribers to the Memorandum of Association.
- 4 The Executive Committee may at its discretion admit to membership, individuals and organisations who support the objects of BCODP, provided that the organisation has paid or has agreed to pay the appropriate annual subscription for the time being in force. Upon admission, each member shall be classified as a Full Member, an Associate Member or an Affiliate Member at the discretion of the Executive Committee and in accordance with the following:
- (a) Full membership of BCODP shall be open to any organisation of disabled people in Britain whose constitution prescribes that 51% of its full or voting membership shall be disabled people and that 51% of members of its governing body shall be disabled people. Upon successful application of an organisation for Full Membership that organisation shall be granted the status of National Member or Regional Member in accordance with the criteria which follow.
  - (b) A National Member shall be an organisation which



- (i) has members in at least three quarters of the number of geographical regions defined by the National Council and has a minimum membership of 500 disabled people; or
  - (ii) represents an issue of national concern which is not addressed by another National Member Group or represents a group of disabled people who would not otherwise be represented on the National Council.
- (c) Upon the granting of National membership status, that organisation shall automatically have a seat on BCODP's National Council.
- (d) A Regional Member shall be an organisation of disabled people which does not satisfy the criteria for National Member status. A Regional Member shall not have a seat on the National Council.
- (e) Associate Membership shall be open to organisations of disabled people who have not yet developed a constitution or whose constitution does not meet the requirements for full membership, but who have signed a declaration of intent to do so within three years. An Associate Member shall not have a seat on the National Council.
- (f) Individual disabled people may become individual members of BCODP. Individual members have no seat on the National Council
- (g) Affiliate Membership shall be open to voluntary organisations, commercial companies and firms, trade unions, local authorities and other groups who support the objects of BCODP, as may be agreed by the BCODP national Council. Affiliate Membership shall not be open to groups or organisations which are described

as organisations FOR disabled people. An Affiliate Member shall not have a seat on the National Council.

- (h) Associate, Affiliate and Individual Members shall be entitled to receive notice of, attend all General Meetings of BCODP but shall not hold speaking or voting rights and shall not be treated as members of BCODP for the purposes of counting quorums or for any other purpose of these Memorandum & Articles of Association (except where specified) or of statute.
- (i) Applications for Membership shall be dealt with by the BCODP Executive Committee who shall rule as to admittance. If an individual or organisation applies for and is refused , Associate or Affiliate Membership then appeal may be made to the executive committee whose decision shall be final.
- (j) If an organisation applies for and is refused full membership then appeal may be made to the National council whose decision shall be final

- 5 A corporate body or association which is a Full member shall appoint a representative who shall during the continuance of their appointment be entitled to exercise in any General Meeting of BCODP all such rights and powers as the corporate body or association would exercise if it were an individual person. Representatives of Full Members (including nominees or delegates serving on any committee) shall always be disabled people. Representatives have the right to an advocate or facilitator, but no such advocate and

facilitator shall be allowed to attend any meeting in the absence of the disabled person who uses their support. Each member organisation shall send to the Secretary of BCODP written notification of its choice of representative.

### **Register of Members**

- 6 BCODP shall maintain a Register of Members in which shall be recorded the name and address of every Full Member, and the dates on which they became a member and on which they ceased to be a member. Every member shall sign a written consent to become a member or the Register of Members shall be signed by a duly authorised officer shall sign on behalf of each Full Member organisation. A separate list shall be maintained of Associate and Affiliate Members. A member shall notify the Secretary in writing within seven days of a change to their name or address.

### **Cessation of Membership**

- 7 The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
  - (a) Full members will have their membership rights suspended if their membership subscription is three months or more in arrears. Those rights will be restored provided that the organisation pays its subscription before the AGM.
- 8 A member shall cease to be a member if s/he or it:
  - (a) resigns in writing to the Secretary; or

- (b) In the case of a Full Member, fails to pay the annual subscription within six months of its becoming due or.
- (c) In the case of other Members failing to pay the annual subscription within three months of it becoming due; or
- (d) ceases to meet the criteria necessary to qualify for any of the categories of membership described in Article 4, above; or
- (e) dies, if an individual person; or
- (f) is wound up or goes into liquidation, if a corporate body or association; or
- (g) is expelled by the National Council for conduct prejudicial to BCODP, provided that any member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.

### **General Meetings**

- 9 BCODP shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporation nor in the following year.
- 10 The business of an Annual General Meeting shall comprise:

- (a) the consideration of the Annual Report and Accounts presented by the National Council;
- (b) the election of officers;
- (c) the appointment and the fixing of the remuneration of the auditor or auditors;
- (d) the fixing of annual subscriptions;
- (e) such other business as may have been specified in the notices calling the meeting.

- 11 All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 12 The National Council may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten per cent of the Full Members of BCODP, as provided by section 368 of the Act.
- 13 Decisions at General Meetings shall be made by passing resolutions:
  - (a) Decisions involving an alteration to the Memorandum or Articles of Association of BCODP and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of votes cast.

(b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of votes cast at a General Meeting.

## **Notices**

- 14 An Annual General Meeting and any General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or a member of the National Council shall be called by at least twenty-one clear days notice. Any other General Meeting shall be called by at least fourteen clear days notice.
- 15 Notice of every General Meeting shall be given in writing to every member of BCODP (including Associate, Affiliate and Individual Members) and to the auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office.
- 16 Alteration of the Memorandum or Articles shall receive the assent of three fourths of the Full Members registering their vote in person, by proxy or postal vote at the Annual General Meeting or Extraordinary General Meeting. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove a member of the National Council or the auditor, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified.

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

### **Proceedings at General Meetings**

- 19 On any resolution to be decided by a vote of indication, representatives of Full Members present in person, by proxy or voting by post, shall be entitled to cast a vote. Only one vote may be cast by each member on any particular resolution.
- 20 A Full Member may appoint a proxy as follows:
  - (a) A Full member organisation which wishes to appoint a proxy to vote on its behalf at any meeting shall lodge with the Secretary, through the BCODP office, not less than 48 hours before the time of the meeting, a written instrument of proxy, signed by an authorised officer of that organisation. An instrument of proxy which does not conform with the preceding provisions or which is not lodged in accordance with such provisions shall be disallowed.
  - (b) A member organisation shall not be entitled to appoint more than one proxy to attend the same occasion.

(c) A proxy appointed to attend and vote at any meeting must also be from a Full Member organisation.

(d) A vote given or poll demanded by proxy shall be valid notwithstanding that the authority of the person voting or demanding a poll had terminated prior to the giving of such vote or demanding of such poll unless notice of such termination was received by the Secretary, via the BCODP office, before the commencement of the meeting at which the vote was given or the poll demanded.

(e) An instrument of proxy shall state clearly whether the proxy is mandated to vote this way or that on each resolution to be considered or if the proxy is entitled to vote according to her/his own judgement.

21 A member shall declare an interest in, and shall not debate or vote in respect of, any matter in which s/he has a personal material or financial interest without the permission of a majority of the other members present.

22 No business shall be transacted at a General Meeting unless a quorum is present in person or by proxy. The number of members constituting a quorum may be set from time to time by BCODP in General Meeting provided that it is never less than twenty percent of those eligible to attend.

23 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the National Council may decide and all members shall be given



such notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only.

- 24 At every General Meeting the Chairperson of BCODP shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting the Vice-Chairperson shall preside, and in the event of her/his absence the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- 25 The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 26 At any General Meeting a resolution put to the vote of the meeting shall be decided on a vote by indication unless a secret ballot is, before or on the declaration of the result of the vote by indication, demanded by at least two members present in person or by proxy. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a vote by indication been carried or lost and an entry to that effect in the minutes of the proceedings

of BCODP shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.

- 27 If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs. The demand for a secret ballot may be withdrawn.
- 28 The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded.
- 29 In the case of an equality of votes, whether on a vote by indication or on a ballot, the Chairperson of the meeting shall have a second or casting vote.
- 30 Subject to the provisions of the Act, a resolution in writing signed on behalf of all the Full Members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form each signed by one or more members.
- 31 Associate, Affiliate and Individual Members shall be entitled to attend all General Meetings. BCODP may at its discretion invite other persons to attend its meetings. BCODP may at its discretion afford speaking rights to Associate and Affiliate Members and other invited persons but no one other than BCODP Full Member Groups and the Elected Officers shall have voting rights.

### **BCODP Regions**

32 The National Council shall establish geographical regions whose boundaries shall be prescribed from time to time by the said Council. Within these regions the National Council shall ensure that:

(a) delegates are elected by the Regional Full Members to serve on the National Council and the Executive Committee, the number of Regional delegates, the method of election, and the period of office to be prescribed by the National Council;

(b) A meeting of Full and Associate members will be held in each region at least once each year to enable them to participate in BCODP business.

### **The National Council**

33 BCODP shall have a National Council membership comprising:

(a) elected delegates from each of the regions defined under Article 32 above;

(b) one delegate from each full member organisation granted National Member status;

(c) the honorary officers.

34 The role of the National Council shall be to formulate BCODP policy, to ensure that BCODP has clear policy and operational guidelines, and to monitor and direct the work of the Executive Committee and other Committees to ensure that they operate within BCODP's objects.

- 35 The National Council shall meet at least three times each year. The quorum necessary for the transaction of the business of the National Council shall be twenty per cent of those eligible to attend and vote.
- 36 At every meeting of the National Council the Chairperson of BCODP shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting the Vice-Chairperson shall preside, and in the event of her/his absence the Council members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- 37 Under no circumstances shall any employee of BCODP or any person aged less than eighteen years or any person disqualified by law from serving as a director of a company or as a trustee of a charity be a member of the National Council.
- 38 A National Council member shall declare an interest in and shall not speak or vote in respect of any matter in which s/he has a personal material or financial interest or any matter arising therefrom and if s/he does so vote her/his vote shall not be counted.
- 39 Any National Council(executive) member, being a solicitor or other person engaged in any profession, shall be entitled to charge and be paid all usual professional or other charges for work done on behalf of BCODP by her/him or her/his firm when so instructed by the (executive committee) National Council, provided that nothing shall authorise (Executive

committee) National Council member or his/her firm to act as auditor to BCODP.

40 The office of a National Council member shall be immediately vacated if s/he:

- (a) resigns her/his office in writing to BCODP; or
- (b) in the opinion of a majority of the National Council, fails to declare her/his interest in any contract as referred to in Article 38; or
- (c) becomes bankrupt or is otherwise disqualified by law from serving as a director of a company or as a trustee of a charity; or
- (d) is removed from office by resolution of BCODP in General Meeting in accordance with Section 303 of the Act.

41 The National Council may act regardless of any vacancy in their body but if and so long as their number is less than the minimum required to form a quorum, the National Council may act for the purposes of increasing the number of National Council Committee members to that number, or of summoning a General Meeting of BCODP, but for no other purpose.

### **Executive Committee**

42 BCODP shall have an Executive Committee comprising:

- (a) the honorary officers;

(b) three elected regional delegates;

(c) one National Full Member Group representative;

- 43 Executive Committee members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Executive Committee or the National Council or General Meetings of BCODP or in connection with the business of BCODP.

### **Honorary Officers**

- 44 The members of BCODP shall elect at the Annual General Meeting a Chairperson, 2 Vice-Chairpersons, Internal and External and one of whom must be a woman, General Secretary and Treasurer and such other honorary officers as they may think fit who shall have such functions and duties as may be decided from time to time by the National Council. A maximum of two persons may be elected to share each post. In addition the National Council may create such ex-officio officer posts as it considers fit, such posts shall not have voting rights.
- 45 Each officer shall be elected to serve for a period defined by the National Council but which shall not normally exceed two years. Outgoing office holders may seek re-election, subject to the rules governing re-election as set out by the National Council from time to time, to any post.

### **Powers and Duties of the Executive Committee**

- 46 The business of BCODP shall be managed by the Executive Committee who may pay all expenses of the formation of BCODP as they think fit and may exercise all such powers of

BCODP as may be exercised and done by BCODP and as are not by statute or by these Articles required to be exercised or done by BCODP in General Meeting. No regulation made by BCODP in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid had that regulation not been made.

- 47 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to BCODP shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Executive Committee shall from time to time direct, provided that all instruments of expenditure above a certain limit specified from time to time by the Executive Committee must be signed by at least two Executive Committee members.
- 48 Without prejudice to its general powers, the Executive Committee may exercise all the powers of BCODP to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of BCODP, subject to such consents as may be required by law.

### **Proceedings of the Executive Committee**

- 49 Members of the Executive Committee shall meet together for the dispatch of business at least six times between consecutive Annual General Meetings and may adjourn and otherwise regulate their meetings as they think fit.
- 50 An honorary officer may and the Secretary on the requisition of two or more Executive Committee members shall summon a meeting of the Executive Committee by giving reasonable

notice to all its members. It shall not be necessary to give notice of a meeting of the Executive Committee to any of its members for the time being absent from the United Kingdom.

- 51 At every Executive Committee meeting the Chairperson of BCODP shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting the Vice-Chairperson shall preside, and in the event of her/his absence the Executive Committee members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- 52 The Executive Committee shall cause accurate records to be made, in books provided for that purpose, of:
  - (a) the names of all members, details and date of appointment of all persons appointed to office;
  - (b) The names of all members, officers, and representatives present at all general and committee meetings of BCODP
  - (c) minutes of all proceedings and resolutions at all General and other committee meetings of BCODP;
  - (d) all applications of the Seal to any document.
- 53 All such records and minutes shall be open to inspection during normal working hours by any member of the National Council and by any person authorised by BCODP in General Meeting. Minutes of General meetings shall be available for inspection by any Member of BCODP during normal working hours.



- 54 The Executive Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and/or BCODP as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Executive Committee which regulations shall always include provision for regular and prompt reports to the Executive Committee.
- 55 All acts done by any meeting of the Executive Committee or by any person acting as a member of the Executive Committee shall, even if it be afterwards discovered that there was some defect in the appointment of any such Executive Committee member or person acting as such, 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 Executive Committee member.
- 56 A resolution in writing, signed by all the Executive Committee members who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Executive Committee, and may consist of several documents in the same form, each signed by one or more Executive Committee members.
- 57 The Executive Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

### **Voting**

- 58 Questions arising at meetings of all BCODP committees and sub-committees shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

## **Secretary**

- 59 The National Council shall appoint a Secretary of BCODP upon such conditions as they think fit and any Secretary so appointed may be removed by them. No remuneration may be paid to a Secretary who is also a member of the National Council.
- 60 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a National Council member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

## **The Seal**

- 61 If BCODP has a Seal, it shall only be used by the authority of the Executive Committee and every instrument to which the Seal shall be applied shall be signed by a Executive Committee member and shall be countersigned by the Secretary or by a second Executive Committee member. Every such application of the Seal shall be minuted.

## **Accounts**

- 62 The Executive Committee shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
- (a) all sums of money received and expended by BCODP and the matters in which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by BCODP;
  - (c) the assets and liabilities of BCODP.

Proper accounts shall be deemed to be kept if they give a true and fair record of the state of BCODP's affairs and explain its transactions.

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

## **Audit**

- 66 Subject to such statutory regulations and exemptions as may be in force, once at least in every year the accounts of BCODP shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
- 67 Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

### **Indemnity**

- 68 Subject to the provisions of the Act every trustee or other officer or auditor of BCODP shall be indemnified out of the assets of BCODP against any liability incurred by her/him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which s/he is acquitted or in connection with any application in which relief is granted to her/him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of BCODP.

### **Dissolution**

- 69 Clause 9 of the Memorandum of Association relating to the winding up and dissolution of BCODP shall have effect as if its provisions were repeated in these Articles.