

COMPANY NO. 03628271
THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
LEAP CONFRONTING CONFLICT
(the "company")

(Adopted by special resolution passed on 10th December
2021)

PART 1

PRELIMINARY

1. Articles of Association

These articles constitute the articles of association of the company. No regulations contained in any statute or subordinate legislation, including the regulations contained in Schedule 2 to The Companies (Model Articles) Regulations 2008, apply to the company.

INTERPRETATION AND LIMITATION OF LIABILITY

2. Defined Terms

In the articles, unless the context requires otherwise:

"alternate" or "alternate director" has the meaning given in article 32;

"appointer" has the meaning given in article 32;

"articles" means the company's articles of association;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"chairman" has the meaning given in article 18;

"chairman of the meeting" has the meaning given in article 40;

"Commission" means the Charity Commission for England and Wales;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

"connected persons" means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the director,

- (b) the spouse or civil partner of the director or of any person falling within sub-paragraph (a) above,
- (c) a person carrying on business in partnership with the director or with any person falling within sub-paragraphs (a) or (b) above,
- (d) an institution which is controlled:
 - (i) by the director or any connected person falling within sub-paragraph (a), (b), or (c) above, or
 - (ii) by two or more persons falling within sub-paragraph (a), when taken together,
- (e) a corporate body in which –
 - (i) the director or any connected person falling within paragraphs (a) to (c) has a substantial interest, or
 - (ii) two or more persons falling within sub-paragraph (a) who, when taken together, have a substantial interest, and
- (f) Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this definition;

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called and "directors" means the directors or any of them acting as the board of directors of the company;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"financial benefit" has the meaning given in article 38(2);

"member" has the meaning given in section 112 of the Companies Act 2006;

"objects" has the meaning given in article 4;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"participate", in relation to a directors' meeting, has the meaning given in article 16;

"proxy notice" has the meaning given in article 46;

"relevant director" in reference to article 54, has the meaning given to in article 54; and in article 55, has the meaning given to in article 55;

"relevant loss" has the meaning given in article 55;

"qualifying person" has the meaning given in article 39;

"secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006;

"supplier" has the meaning given in article 30; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

- (a) any subordinate legislation from time to time made under it; and
- (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

Clause and paragraph headings are inserted for ease of reference only and shall not affect construction.

3. Liability Of Members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

- (a) payment of the company's debts and liabilities contracted before he ceases to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

CHARITABLE OBJECTS AND POWERS

4. Objects

The company's objects ("objects") are specifically restricted to the following:

- (a) to advance education; and
- (b) to benefit the public, particularly but not exclusively young people, by providing facilities for the advancement of personal and social education and for the recreation and leisure time occupation of such persons in the interests of social welfare in order that their conditions of life may be improved.

5. Powers

The company has the power to do anything which is calculated to further the objects or is conducive or incidental to doing so, in particular, the company has the power (subject to the articles):

- (a) to write, print or otherwise reproduce by any means of recorded audio and/or visual information whether now or hereafter invented and circulate,

gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents;

- (b) to hold exhibitions, meetings, lectures, classes, seminars, workshops, courses or other events either alone or with others;
- (c) to promote research, experimental work, scientific investigation and development into any aspect of the objects of the company and its work and to publish the useful results of any such research for the public benefit;
- (d) to co-operate and enter into arrangements with any authorities, international, national, local or otherwise;
- (e) to accept subscriptions, donations, devises and bequests of any money or property provided there is no conflict with the company's objects;
- (f) subject to the applicable law, 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 sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (g) 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;
- (h) to issue cheques and other financial instruments, to make bank transfers, and to operate bank accounts in the name of the company;
- (i) subject to the applicable 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;
- (j) to carry on trade in so far as either the trade is exercised in the course of the actual carrying out of the objects or such trade is temporary and ancillary to the carrying out of such objects;
- (k) 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;
- (l) absolutely or conditionally to subscribe for or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;
- (m) subject to the applicable law, 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;
- (n) to purchase, acquire and obtain interests in the copyright of or the right to perform, publish, collect and disseminate and show any material which can be of use to further the objects;
- (o) to make any charitable donation either in cash or assets for the furtherance of the objects;

- (p) to establish and support any religious, social and community charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects;
- (q) 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;
- (r) to provide indemnity insurance to cover the liability of the directors 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;
- (s) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the company;
- (t) to remunerate any Member of the Board in line with these articles;
- (u) 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;
- (v) to pay 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;
- (w) to apply monies in insuring any buildings or other property to their full value;
- (x) 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 the articles;
- (y) 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;
- (z) to establish where necessary local branches (whether autonomous or not); and
- (aa) to do all such other lawful things as shall further the above objects or any of them.

APPLICATION OF INCOME AND PROPERTY

6. Application of Income and Property

- (1) The income and property of the company shall be applied solely towards the promotion of the objects.
- (2) A director is entitled to be reimbursed from the property of the company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the company.

- (3) A director may benefit from trustee indemnity insurance cover purchased at the company's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (4) A director may receive an indemnity from the company in the circumstances specified in article 54.
- (5) A director may not receive any other benefit or payment unless it is authorised by article 28.
- (6) Subject to article 28, none of the income or property of the company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director from receiving:
 - (a) a benefit from the company in the capacity of a beneficiary of the company's charitable activities; or
 - (b) reasonable and proper remuneration for any goods or services supplied to the company.

7. Charities and Trustee Investment (Scotland) Act 2005

Nothing in these articles shall authorise an application of the property of the company for purposes which are not charitable under Section 7 of the Charities and Trustees Investment (Scotland) Act 2005.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

8. Directors' General Authority

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company as set out in article 5.

9. Members' Reserve Power

- (1) The members may direct the directors to take, or refrain from taking, specified action.
- (2) No such resolution invalidates anything which the directors have done before the passing of the resolution.

10. Directors May Delegate

- (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;

(d) in relation to such matters or territories; and

(e) on such terms and conditions,

as they think fit.

(2) Any such delegation shall, in the absence of express provision to the contrary in the terms of delegation, be deemed to include authority to sub-delegate all or any of the powers delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

11. Committees

(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may co-opt persons other than directors onto any such committee. Any such co-opted persons may enjoy voting rights in the committee. The co-opted members shall be less than one half of the total membership of the committee and a resolution of any committee shall be effective only if a majority of the members present are directors.

(3) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

(4) The directors shall appoint the chair of all sub-committees. 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 said meeting, the sub-committee members present may choose one of their number to chair the meeting.

12. Associate Directors

The directors may appoint any person to any office or employment having a designation or title including the word "director" and/or may attach such a designation or title to any existing office or employment with the company and may terminate any such appointment or the use of any such designation or title. The inclusion of the word "director" in the designation or title of any such office or employment shall in no way imply that the holder is a director of the company, and the holder shall not thereby be empowered in any respect to act as, or be deemed to be, a director of the company for any of the purposes of the articles.

DECISION-MAKING BY DIRECTORS

13. Directors To Take Decisions by Simple Majority

(1) A resolution put to vote at a directors' meeting must be decided after an unhurried exchange of views, with a commitment from all to work to resolve difficult issues on the assumption that it is possible to find a way forward acceptable to all or nearly all directors.

(2) No resolution may be passed at a director's meeting unless more than 50% of those directors present at the relevant meeting vote in favour.

14. Unanimous Decisions

- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting (but excluding any director whose vote is not to be counted in respect of the particular matter).
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

15. Calling A Directors' Meeting

- (1) Any two directors may call a directors' meeting by giving notice of the meeting to the directors or by authorising the secretary (if any) to give such notice.
- (2) Notice of any directors' meeting must indicate:
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

16. Participation In Directors' Meetings

- (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - (a) the meeting has been called and takes place in accordance with the articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is. In default of such a decision, the meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.

17. Quorum For Directors' Meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is more than one half of the directors, including at least one of the chairman or the treasurer.
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
 - (a) to appoint further directors; or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

18. Chairing Of Directors' Meetings

- (1) The directors may appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the chairman.
- (3) The directors may terminate the chairman's appointment at any time.
- (4) If the chairman is not participating in a directors' meeting within five minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

19. Voting At Directors' Meetings: General Rules

- (1) Subject to the articles, each director participating in a directors' meeting has one vote.
- (2) Subject to such disclosure as is required by law and the articles, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision making process (including for this purpose any directors' meeting or part of a directors' meeting) for quorum and voting purposes.

20. Voting At Directors' Meetings: Alternates

A director who is also an alternate director has an additional vote on behalf of each appointor who is:

- (a) not participating in a directors' meeting; and
- (b) would have been entitled to vote if they were participating in it.

21. Conflicts Of Interest

- (1) The directors may authorise (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation), to the fullest extent permitted by law:
 - (a) any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties); and
 - (b) a director to accept or continue in any office, employment or position in addition to his office as a director of the company,

and may authorise the manner in which a conflict of interest arising out of such matter, office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises.

- (2) Any authorisation pursuant to article 21(1) is effective only if:
 - (a) the matter in question was proposed in writing for consideration at a directors' meeting in accordance with normal procedures or in such other manner as the directors may approve;
 - (b) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and
 - (c) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.
- (3) In relation to any matter, office, employment or position that has been authorised pursuant to article 21(1) (subject to such terms and conditions, if any, as the directors may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation or the permissions set out below):
 - (a) the director shall not be required to disclose to the company, or use in performing his duties as a director of the company, any information relating to such matter or such office, employment or position, if to make such a disclosure or use would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that matter or that office, employment or position;
 - (b) the director may, or at the request of the chairman shall, absent himself from discussions, whether in directors' meetings or otherwise, and exclude himself from the receipt or use of information, which will or may relate to that matter or that office, employment or position; and
 - (c) the director shall not, by reason of his office as a director of the company, be accountable to the company for any remuneration or other benefit which he derives from any such matter, or from any such office, employment or position.

22. Records Of Decisions To Be Kept

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

23. Directors' Discretion To Make Further Rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

24. Number of Directors

There shall be at least five directors at all times.

25. Methods Of Appointing and Removing Directors

- (1) The directors voting in accordance with article 19 may at any time and from time to time appoint any person who is willing to act as a director, and is permitted by law to do so, either to fill a vacancy or as an additional director, and may in their sole discretion remove any director from office.
- (2) Any appointment or removal of a director in accordance with article 25(1) must be effected by notice in writing to the company signed by the person making the appointment or removal or in any other manner approved by the directors.
- (3)
 - (a) Any appointment made in accordance with article 25(1) will be subject to a three year fixed term.
 - (b) The directors, voting in accordance with article 19 may renew a director's three year fixed term up to two times.
 - (c) The directors voting in accordance with article 19 may extend a director's final term for a further one year fixed term.
 - (d) For the avoidance of doubt, no director may serve for an aggregate term of more than ten years.

26. Termination Of Director's Appointment

A person ceases to be a director as soon as:

- (a) his term expires in accordance with article 25(3);
- (b) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (c) a bankruptcy order is made against that person;
- (d) a composition is made with that person's creditors generally in satisfaction of that person's debts;

- (e) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (g) that person is convicted of a criminal offence involving fraud or dishonesty, and the directors resolve that he shall for that reason cease to be a director;
- (h) that person is removed as a director in accordance with article 28(1); or
- (i) that person is requested to resign in writing by all of the other directors.

REMUNERATION OF DIRECTORS

27. Directors' Remuneration

- (1) Subject to articles 28 - 30, directors may undertake any services for the company that the directors decide.
- (2) Directors are not entitled to any remuneration provided that directors may be remunerated for services provided to the company which are:
 - (a) additional and separate to those services provided to the company in the relevant director's capacity as a director of the company; and
 - (b) set out in a service contract entered into between the relevant director and the company in accordance with article 29(2).
- (3) The remunerated director shall not be present or take part in any discussions or decision relating to such remuneration.
- (4) The other directors must be satisfied that the level of remuneration is reasonable and proper having regard to the services rendered by such director to the company.
- (5) Subject to the articles, a director's remuneration may take any form.

28. Benefits and Payments to directors and connected persons

- (1) No director or connected person may:
 - (a) buy goods or services from the company on terms preferential to those applicable to other members of the public;
 - (b) sell goods or services or any interest in land to the company;
 - (c) be employed by or receive any remuneration from the company; or
 - (d) receive any other financial benefit from the company,
 unless the payment is permitted by the articles or authorised by the courts or by the Commission.

- (2) In this article, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

29. Scope and powers permitting directors'/connected persons' benefits

- (1) A director or connected person may receive a benefit from the company in the capacity of a beneficiary of its charitable activities, provided that a majority of the directors do not benefit in this way.
- (2) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the company where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- (3) Subject to the articles, a director or connected person may provide the company with goods that are not supplied in connection with services provided to the company by the director or connected person.
- (4) A director or connected person may receive interest on money lent to the company at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors.
- (5) A director or connected person may receive rent for premises let by the director or connected person to the company. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (6) A director or connected person may take part in the normal trading and fundraising activities of the company on the same terms as members of the public.

30. Payment for supply of goods only - controls

The company and its directors may only rely upon the authority provided by article 29(3) if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
 - i. the company or its directors (as the case may be), and
 - ii. the director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the company;
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (c) The other directors are satisfied that it is in the best interests of the company to contract with the supplier rather than someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so;
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the company;

- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting;
- (f) The reason for their decision is recorded by the directors in the minute book; and
- (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by articles 28 - 30.

31. Directors' Expenses

- (1) The company may pay any reasonable travel expenses which the directors properly incur in connection with their attendance at:
 - (a) meetings of directors or committees of directors;
 - (b) general meetings; or
 - (c) separate meetings of the holders of any class of debentures of the company.
- (2) The company may pay compensation to a director for loss of earnings, having regard to the lower of the amount:
 - (a) which could be considered reasonable payment for the work undertaken on behalf of the company; and
 - (b) the amount lost by the director in undertaking the relevant duties.

ALTERNATE DIRECTORS

32. Appointment and removal of alternates

- (1) Any director (the "appointor") may appoint as an alternate any other director, or any other person who is willing to act as a director and is permitted by law to do so, and who has been approved by decision of the directors, to:
 - (a) exercise that director's powers; and
 - (b) carry out that director's responsibilities,
 in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- (2) Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor or in any other manner approved by the directors.

33. Rights And Responsibilities Of Alternate Directors

- (1) An alternate director may act as alternate director for more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor.
- (2) Except as the articles specify otherwise, alternate directors:
 - (a) are deemed for all purposes to be directors;
 - (b) are liable for their own acts and omissions;

- (c) are subject to the same restrictions as their appointors; and
 - (d) are not deemed to be agents of or for their appointors.
- (3) A person who is an alternate director and also a director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote, on any decision of the directors, but shall not be counted as more than one director for the purposes of determining whether a quorum is present.
- (4) A person who is an alternate director but not a director:
- (a) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating);
 - (b) may participate in taking a decision in accordance with article 19 (but only if that person's appointor has not so participated); and
 - (c) shall not be counted as more than one director for the purposes of articles 33(4)(a) and 33(4)(b).
- (5) An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company.

34. Termination Of Alternate Directorship

An alternate director's appointment as an alternate terminates:

- (a) when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
- (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
- (c) on the death of the alternate's appointor;
- (d) when the alternate's appointor's appointment as a director terminates; or
- (e) when the alternate director resigns his office by notice to the company.

SECRETARY

35. Appointment And Removal Of Secretary

- (1) Subject to the articles, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by such appointor(s), provided that if a director is appointed as secretary she/he shall not receive additional remuneration for performance of this role.
- (2) Two or more joint secretaries, each of whom shall have full authority to act alone and independently of each other, may be appointed pursuant to the provisions of this article 35.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

36. Applications For Membership

- (1) No person shall become a member of the company unless:
 - (a) that person has completed an application for membership in a form approved by the directors; and
 - (b) the directors have approved the application.
- (2) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the company to refuse the application.
- (3) The directors must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.
- (4) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.

37. Termination Of Membership

- (1) A member may withdraw from membership of the company by giving seven days' notice to the company in writing provided that:
 - (a) the directors consent to such withdrawal; and
 - (b) following such withdrawal there remain at least three members.
- (2) A person's membership terminates when that person dies or ceases to exist.
- (3) The directors may terminate the membership of any member provided that such member shall have a right to be heard at a meeting of the board before a final decision is made.
- (4) Membership is not transferable.

ORGANISATION OF GENERAL MEETINGS

38. Attendance And Speaking At General Meetings

- (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when:
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

39. Quorum For General Meetings

- (1) No business, other than the appointment of the chairman of the meeting, is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- (2) Subject to article 39(3), three qualifying persons present at a meeting or a number of members comprising one-twentieth of the members of the company, whichever is greater, shall be a quorum, unless each is a qualifying person only because:
 - (a) he is duly authorised to act as the representative of a corporation in relation to the meeting and they are representatives of the same corporation; or
 - (b) he is appointed as proxy of a member in relation to the meeting and they are proxies of the same member.
- (3) In the case of a company having only one member, one qualifying person present at a meeting shall be a quorum.
- (4) In this article, a "qualifying person" means:
 - (a) an individual who is a member of the company;
 - (b) a person duly authorised to act as the representative of a corporation in relation to the meeting; or
 - (c) a person appointed as a proxy of a member in relation to the meeting.

40. Chairing General Meetings

- (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within fifteen minutes of the time at which a meeting was due to start:
 - (a) the directors present; or
 - (b) (if no directors are present), the meeting,
 must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

- (3) The person chairing a meeting in accordance with this article is referred to as the "chairman of the meeting".

41. Attendance And Speaking By Directors And Non-Members

- (1) Directors may attend and speak at general meetings, whether or not they are members.
- (2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.
- (3) The members may resolve that persons who are not members of the company must withdraw from a general meeting and in such case the chairman shall request such persons to withdraw.

42. Adjournment

- (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - (a) the meeting consents to an adjournment;
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner; or
 - (c) in accordance with article 43(3).
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must:
 - (a) specify that the meeting shall be adjourned to the same day, time and place in the following week;
 - (b) state that it is to continue at a time and place to be fixed by the directors; or
 - (c) if applicable, follow the procedure set out at article 43(3).
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - (a) to the same persons to whom notice of the company's general meetings is required to be given; and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

43. Voting: General

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands after an unhurried exchange of views, with a commitment from all to work to resolve difficult issues and on the assumption that it is possible to find a way forward acceptable to all or nearly all members.
- (2) No resolution may be provided at a general meeting unless all or 95% of those members present at the relevant meeting vote in favour.
- (3) If a resolution cannot be approved in accordance with sub-paragraphs (1) and (2) of this article, then the chairman shall adjourn the meeting (meeting A) to a date within thirty days of the date of meeting A and the matter shall be reconsidered at that later meeting (meeting B).
- (4) In the event that a resolution cannot be approved in accordance with paragraphs (1) and (2) of this article at meeting B, then that resolution may be approved by a simple majority (or such other majority as may be required under the Companies Acts) of the members present at meeting B.

44. Errors And Disputes

- (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

45. Poll Votes

- (1) A poll on a resolution may be demanded:
 - (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by:
 - (a) the chairman of the meeting;
 - (b) the directors; or
 - (c) any member (being an individual) present in person or by proxy or (being a corporation) present by a duly authorised representative or by proxy having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if:
 - (a) the poll has not yet been taken; and
 - (b) the chairman of the meeting consents to the withdrawal.

- (4) Polls must be taken at such time and in such manner as the chairman of the meeting directs.

46. Content Of Proxy Notices

- (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

47. Delivery Of Proxy Notices

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (2) Subject to articles 47(3) and 47(4), a proxy notice must be delivered to the company or to such other place as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the start of the meeting or adjourned meeting to which it relates.
- (3) In the case of a poll taken more than 48 hours after it is demanded, the notice must be delivered to the company or to such other place as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 24 hours before the time appointed for the taking of the poll.
- (4) In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the proxy notice must be delivered in accordance with article 47(2) or at the meeting at which the poll was demanded to the chairman, the secretary (if any) or any director.

- (5) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (6) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (7) If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who signed it to sign it on the appointor's behalf.

48. Amendments To Resolutions

- (1) A resolution to be proposed at a general meeting may be amended by another resolution, if:
 - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (2) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

49. Means Of Communication To Be Used

- (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company, including via email.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being, including via email.
- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

50. Company Seals

- (1) Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person.

- (4) For the purposes of this article, an authorised person is:
 - (a) any director of the company;
 - (b) the company secretary (if any); or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.
- (5) If the company has an official seal for use abroad, it may only be affixed to a document if its use on that document, or documents of a class to which it belongs, has been authorised by a decision of the directors.

51. No Right To Inspect Accounts And Other Records

Except as provided by law or authorised by the directors or members, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

52. Provision For Employees On Cessation Of Business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

53. Annual Report and Return and Register of Charities

- (1) The directors shall comply with their obligations under the Charities Act 2011 with regard to the:
 - (a) transmission of the statements of account to the company;
 - (b) preparation of an annual return and its transmission to the Commission; and
 - (c) preparation of an annual report and its transmission to the Commission.
- (2) The directors must notify the Commission promptly of any changes to the company's entry on the Central Register of Charities.

DIRECTORS' INDEMNITY AND INSURANCE

54. Indemnity

- (1) Subject to article 54(2) a relevant director of the company or an associated company may be indemnified out of the company's assets against any liability incurred by that director in connection with any claim of negligence, default, breach of duty or breach of trust in relation to the company or an associated company in which judgement is given in his/her favour or in which she/he is acquitted or in connection with any application under which relief is granted to her/him in relation to the same.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a "relevant director" means any director or former director of the company or an associated company.

55. Insurance

- (1) Subject to article 55(2), the directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.
- (2) Any insurance obtained in accordance with article 55(1) shall not extend to any claim arising from any act or omission which the relevant director(s) knew to be a breach of trust or breach of duty or which was committed by the relevant director(s) in reckless disregard of whether such act or omission was 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 relevant director(s) in their capacity as director(s) of the company.
- (3) In this article:
 - (a) a "relevant director" means any director or former director of the company or an associated company;
 - (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

DISSOLUTION

56. Member's resolution upon dissolution

The members of the company may at any time before, and in expectation of, its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid, or provision has been for them, shall on or before the dissolution of the company be applied or transferred in one or more of the following ways:

- (a) in direct furtherance of the objects;
- (b) by transfer to any charity or charities for purposes similar to the objects; or
- (c) to any charity or charities for use for particular purposes that fall within the objects.

57. Directors' resolution upon dissolution

Subject to any resolution of the members of the company, the directors of the company may at any time before and in expectation of its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the company be applied or transferred in one or more of the following ways:

- (a) in direct furtherance of the objects;
- (b) by transfer to any charity or charities for purposes similar to the objects; or
- (c) to any charity or charities for use for particular purposes that fall within the objects.

58. Direction of courts/commission

In no circumstances shall the net assets of the company be paid to or distributed among the members of the company (except to a member that is itself a company) and if no resolution in accordance with article 56 or article 57 is passed by the members or the directors, the net assets of the company shall be applied for charitable purposes as directed by the court or the Commission.