

The Companies Acts 1985 &amp; 1989

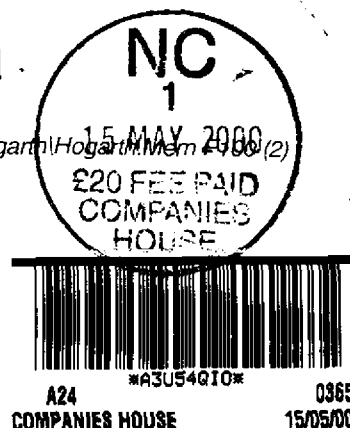
&amp; 1989

COMPANY LIMITED BY  
GUARANTEE

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Memorandum of Association of

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## Hogarth Charitable Trust Company Limited\*

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1. The name of the Company is 'Hogarth Charitable Trust Company Limited'.
2. The registered office of the Company will be situated in England and Wales.
3. The objects of the Company shall be to promote the benefit of young people of the London Borough of Hounslow without distinction of gender, sexual orientation, nationality or race, or of religious or other opinions by the provision of facilities in the interests of social welfare for recreation and leisure time occupation with the aim of improving the quality of life for young people, and in particular, to provide an alternative to residential care and custody for young people in trouble.
4. In furtherance of the above objects, but not otherwise, the Company shall have the following powers:
  - a) To maintain and manage a Youth Recreation Centre alone or in conjunction with a local authority or other body;
  - b) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any other rights or privileges which the Company may think necessary for the promotion of its objects;
  - c) To construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects;
  - d) To publish books, pamphlets, reports, leaflets, journals, audio tapes, video tapes, films and instructional matter and to run lectures, seminars, conferences and courses and manage the Company's website;
  - e) To obtain, collect and receive money and funds by way of contributions, donations, endowments, sponsorship fees, subscriptions, grants and legacies from persons desiring to promote the Company's objects or any of them and to hold funds in trust for same;
  - f) Subject to such consents, if any, as may be required by law, to borrow or raise money for the Company on such terms and on such security as may be thought fit;
  - g) 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 the Company or calculated to further its objects;

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\*As amended by Special Resolution on 14 December 2021

- h) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may be necessary to its objects;
- i) To invest the monies of the Company 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;
- j) To sell, improve, develop, exchange, license, 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 the Company subject to the provisions of this Memorandum of Association;
- k) To engage or employ such personnel (not being members of its Board of Trustees), whether as employees, consultants or advisers, as may be required for the promotion of the objects of the Company;
- l) To open and operate bank accounts and other facilities for banking in the name of the Company;
- m) To enter into any contracts with statutory, voluntary or other bodies as are considered necessary or convenient for the achievement of the Company's objects;
- n) To raise funds and invite and receive contributions from any person and persons whatsoever by way of subscription and otherwise provided that the Company shall not undertake any substantial permanent trading activities in raising funds for the said objects;
- o) To provide indemnity insurance to cover the liability of the members of the Board of Trustees, (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of Trust or breach of duty of which they may be guilty in relation to the Company; (ii) to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986: Provided that any such insurance in the case of (i) above shall not extend to any claim arising from any act or omission which the members of the Board of Trustees knew to be a breach of trust or breach of duty or which was committed by the members of the Board of Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board of Trustees in their capacity as directors of the company and in the case of (ii) shall not extend to any liability to make such a contribution, where the basis of the Board member's liability in her/his knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation
- p) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

**PROVIDED THAT:**

- q) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- r) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such

authority, approval or consent as may be required by law, and as regards any such property that may come into their hands the Board of Trustees (being the Board of Trustees of the Company) 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 Board of Trustees would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Trustees but they shall, as regards such property, be subject jointly and separately to such control and authority as if the Company were not incorporated;

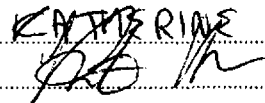
- s) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
5. In carrying out its objects the Company shall seek to ensure equality of opportunity for all sections of the community in its own affairs and in access to facilities provided by the Company.
6. The income and property of the Company 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 the Company; PROVIDED THAT nothing shall prevent any payment in good faith by the Company:
- a) Of the usual professional charges for business done by any Board of Trustees member who is a solicitor, accountant or other person engaged in a profession, or by any partner of her or his, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Board of Trustees benefit under this provision and that a Board of Trustees member shall withdraw from any meeting at which her or his appointment or remuneration, or that of her or his partner, is under discussion; and provided also that nothing shall authorise a Board of Trustees member or her/his firm to act as auditor to the Company.
  - b) Of interest on money lent by any member of the Company (or of its Board of Trustees) at a rate per annum not exceeding 2 per cent below the base lending rate of the Company's bankers from time to time;
  - c) Of reasonable and proper rent for premises demised or let by any member of the Company (or of its Board of Trustees);
  - d) Of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board of Trustees 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 the Company or of its Board of Trustees or is represented on the Board of Trustees provided that any such assistance is in respect of charitable activities in furtherance of the objects of the Company;
  - f) Of payment of any premium in respect of any insurance as permitted by clause 4(o);
  - g) To any member of the Board of Trustees in respect of reasonable out-of-pocket expenses;

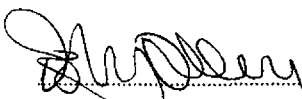
7. The liability of the members is limited.
8. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time s/he is a member, or within one year afterwards, for the payments of the debts and liabilities of the Company contracted before the time at which s/he 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. In the event of the winding up or dissolution of the Company, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed amongst the members of the Company, but shall be transferred in the furtherance of its objects to some other charitable institution or institutions active in the Company's area of benefit and having objects similar to or compatible with any of the objects of the Company as may be determined by a General Meeting at the time of or prior to the winding up or dissolution of the Company.
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 the Company to cease to be a charity in law or to be a company to which section 30 of the Companies Act 1985 does not apply.

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We, the several persons whose names, addresses, signatures and descriptions are below subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association:

NAMES, SIGNATURES, ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

Name	KATHERINE WILLIAMS	Address	21 STOWE ROAD
Signature			SHEPHERDS BUSH
Occupation	INSOLVENCY PRACTITIONER		LONDON W12 8BD

Name		Address	16 ELLERBY STREET
Signature	Company Director		LONDON
Occupation	TIMOTHY JOHN KNIGHT OAKLEY		SW6 6EY

	Address

	Address

occupation	
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	Address
Signature	

occupation	
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occupation	
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	Address

DATED THIS ... 3.Y<sup>l</sup> ..... DAY OF .LIRÆH. 2000

Witness to the above signatures:

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occupation

Emma LAYLOCK  
LEGAL OFFICE ADMINSTRATOR

Address 12 PARKLAND CRESCENT  
MEANWOOD, LEEDS  
LS6 4PR

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The Companies Acts 1985 & 1989

COMPANY LIMITED BY GUARANTEE

Articles of Association of

## Hogarth Charitable Trust Company Limited\*

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### Interpretations

#### 1. In these Articles:

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity

"The Company" means the above-named company.

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

"The Board of Trustees" means all those persons for the time being appointed to perform the duties of directors of the Company.

"Employee" means anyone holding a contract of employment with the Company.

"The Seal" means the common seal of the Company.

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

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

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.

Any statutory instruments or regulations from time to time in force shall be deemed to apply to this Company, whether or not these Articles have been amended to comply with such instrument or regulation.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity. Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

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\*As amended by a Special Resolution of the Company on 14<sup>th</sup> December 2021

## Members

2. The first members of the company shall be the subscribers to the Memorandum and Articles of Association, after which the members of the Company shall be those persons appointed under article 2A.
- 2A. (1) The subscribers to the memorandum are the first members of the charity.
- (2) Membership is open to other individuals or organisations who:
  - (a) apply to the charity in the form required by the directors; and
  - (b) are approved by the directors.
- (3) (a) The directors are not obliged to admit any person as members and may decline in their absolute discretion any person's application and need not give reasons for such decision.
- (4) Membership is not transferable.
- (5) The directors must keep a register of names and addresses of the members.
3. Upon becoming a member of the Company, a person shall also become a member of its Board of Trustees.

## Register of Members

4. The Company shall maintain a Register of Members in which shall be recorded the name and address of every member, and the dates on which they became a member and on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member. A member shall notify the Secretary in writing within seven days of a change to her/his name or address.
5. All members shall be entitled to receive a copy of the Memorandum & Articles of Association of the Company on request and at no charge.

## Cessation of Membership

6. 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.
7. A member shall cease to be a member if she or he:

- a) resigns in writing to the Board of Trustees; or
- b) dies; or
- c) [not used]; or
- d) is absent from three consecutive Board of Trustees meetings without good reason, and the Board of Trustees decide by a majority vote that by virtue of such absence she or he shall cease to hold office; or e) in the opinion of a majority of the Board of Trustees, fails to declare an interest according to article 29; or
- f) is expelled from membership by a majority vote of the Board of Trustees provided that any member whose expulsion is to be considered shall have the right to make representation to the meeting at which the question is to be decided; or
- g) ceases to be eligible to serve as a director of a company by reason of bankruptcy, unsoundness of mind or prohibition order; or
- h) is disqualified by law from serving as a trustee of a charity.

### General Meetings

- 8. Not used.
- 9. Not used.
- 10. Not used.
- 11. The Board of Trustees may whenever they think fit convene a General Meeting, or a General Meeting may be convened by ten per cent of the members of the Company.
- 12. Decisions at General Meetings shall be made by passing resolutions:
  - a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by a Special Resolution. Certain decisions, as required by statute, shall be made by Extraordinary Resolution. A Special or an Extraordinary Resolution may only be passed by a majority of not less than three-quarters of votes cast at a General Meeting.
  - b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast at a General Meeting.

### Notices

- 13. All General Meetings shall be called by at least twenty-one clear days' notice unless all persons entitled to attend and vote at a General Meeting agree to the calling of a General Meeting with shorter notice.
- 14. Notice of every General Meeting shall be given in writing or in electronic form to every member of the Company and to the auditors if any and to such other persons who are entitled to receive notice and shall be given personally or sent by post or in electronic form to each member at the address recorded in the Register of Members and to other persons at their Registered Office.



15. 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 any resolution to remove the auditor if any, 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. If an electronic meeting will take place, provide sufficient information to allow members to access the meeting.
16. 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.
17. 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

18. No member shall have more than one vote on any question to be decided at a General Meeting.
  19. Votes may be cast in person or by proxy.
- 19A (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 charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The charity 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.

20. No business shall be transacted at a General Meeting unless a quorum of members is present in person or by proxy. Three members shall be a quorum. If an electronic meeting is held or members are given the option to access a meeting electronically, a person shall also be considered present if they have electronically accessed the meeting, are able to hear the Chair speak and have the ability to vote on any resolutions at the meeting
21. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Chair may direct. All members shall be given such notice as is practicable of such an adjourned meeting. The members present at a meeting so adjourned shall be a quorum subject to an absolute minimum of two.
22. At every General Meeting the Chair - if there is one - shall preside, if the Chair is not present within ten minutes of the appointed time for the meeting, the members present shall choose one of their number to act as Chair whose function shall be to conduct the business of the meeting in an orderly manner.
23. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chair of the meeting shall have a second vote.
24. Subject to the provisions of the Act, a resolution in writing signed by all the 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 similar documents each signed by one or more members. The number of members of the Board of Trustees shall never be less than three.

Board of Trustees

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25. The Company shall have a Board of Trustees comprising all the members of the Company for the time being. The number of members of the Board of Trustees shall never be less than eight nor more than twenty.
26. Not used.
27. All members of the Board of Trustees are the Directors and Trustees of this Charitable Company.
28. Under no circumstances shall any employee of the Company or any person aged less than eighteen years or anyone who is disqualified by law from being a trustee of a charity be a member of the Board of Trustees.
29. A Board of Trustees member shall declare an interest in and shall not vote in respect of any contract in which s/he has a personal financial or material interest, either directly or indirectly and shall withdraw from any meeting at which such an issue is discussed.
30. Committee members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Board of Trustees or General Meetings of the Company or in connection with the business of the Company but otherwise-subject to memorandum 6-shall receive no remuneration.
31. The office of a Board of Trustees member shall be immediately vacated if s/he ceases to be a member of the Company for any reason whatsoever under the provisions of Article 7.
32. Any person ceasing to be a member of the Board of Trustees for any reason shall also cease to be a member of the Company.

#### Powers and Duties of the Board of Trustees

33. The affairs of the Company shall be managed by the Board of Trustees who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting.
34. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Board of Trustees shall from time to time decide, provided that all instruments of expenditure above a certain limit set from time to time by the Board of Trustees must be signed by at least two Board of Trustees members.
35. Without prejudice to its general powers, the Board of Trustees may exercise all the powers of the Company 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 the Company subject to such consents as may be required by law.

## Proceedings of the Board of Trustees

36. Members of the Board of Trustees may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. The directors shall appoint a director to chair their meetings and meetings of the members and may at any time revoke such appointment. The person appointed to chair meetings of the directors and the members shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors. A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants
37. At every meeting of the Board of Trustees the Chair - if there is one - shall preside, if the Chair is not present within ten minutes of the time appointed for the meeting, the members present shall appoint one of their number to act as Chair, whose function it shall be to conduct the business of the meeting in an orderly manner.
38. Questions arising at any meetings shall be decided by a majority of votes, each member of the Board of Trustees present having one vote. In the case of an equality of votes, the Chair of the meeting shall have a second vote.
39. The Secretary on the requisition of any two directors shall summon a meeting of the Board of Trustees by giving reasonable notice to all Board of Trustees members. It shall not be necessary to give notice of a meeting of the Board of Trustees to any of its members for the time being absent from the United Kingdom.
40. The quorum necessary for the transaction of the business of the Board of Trustees shall be three members present in person. “‘Present in person’ includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants
41. The Board of Trustees may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these Articles, the Board of Trustees may act for the purposes of increasing the number of Board of Trustees members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
42. The Board of Trustees shall cause accurate records to be made, in books provided for that purpose, of:
  - a) the name, details, and date of appointment of all persons appointed to office;
  - b) the names of the Board of Trustees members, officers, members and other persons present at all General, Board of Trustees and Committee meetings of the Company;
  - c) minutes of all proceedings and resolutions at all General, Board of Trustees and Committee meetings of the Company;
  - d) all applications of the Seal to any document.
43. All such records and minutes shall be open to inspection during normal working hours by any member of the Board of Trustees.

44. The Board of Trustees may delegate any of their powers to Committees consisting of such members of their body and others as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board of Trustees which regulations shall always include provision for regular and prompt reports to the Board of Trustees.
45. All acts done by any meeting of the Board of Trustees or by any person acting as a member of the Board of Trustees shall, even if it be afterwards discovered that there was some defect in the appointment of any Board of Trustees 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 Board of Trustees member.
46. A resolution in writing, signed by all the Board of Trustees 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 Board of Trustees, and may consist of several similar documents signed by one or more Board of Trustees members.
47. The Board of Trustees may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

#### Secretary

48. Not used.
49. Not used.
50. Not used.

#### The Seal

51. If the Company has a Seal, it shall only be used by the authority of the Board of Trustees and every instrument to which the Seal shall be applied shall be signed by a Board of Trustees member and shall be countersigned by a second Board of Trustees member. Every such application of the Seal shall be minuted.

#### Accounts

52. The Board of Trustees 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 the Company and the matters in which the receipt and expenditure takes place;
  - b) all sales and purchases of goods by the Company;
  - c) the assets and liabilities of the Company.
  - d) Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

53. The accounts shall be kept at the Registered Office of the Company or, subject to the Companies Acts, at such other place or places as the Board of Trustees thinks fit, and shall be open to the inspection of all members during office hours.
54. The Board of Trustees shall from time to time, in accordance with the Companies Acts, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.
55. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Board of Trustees' report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, be sent to every member of and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting.

#### Audit

56. Subject to such statutory regulations or exemptions as may be in force, and unless the Company is eligible for and has decided to apply the small company audit exemptions, once at least in every year the accounts of the Company 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.
57. Auditors shall be appointed and their duties regulated in accordance with the Companies Acts.

#### Not for Profit Status

58. Clause 7 of the Memorandum of Association relating to the not-for-profit nature of the Company shall have effect as if its provisions were repeated in these Articles.

#### Indemnity

59. Subject to the provisions of the Companies Acts every trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company 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 the Company.

#### Dissolution

60. Clause 10 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

## Means of communication to be used

61 (1) Subject to the articles, anything sent or supplied by or to the charity 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 charity.

(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.

62 Any notice to be given to or by any person pursuant to the articles:

(1) must be in writing; or

(2) must be given in electronic form.

## Rules

63 (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.

(2) The bye laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;

(c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;

(d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

(e) generally, all such matters as are commonly the subject matter of company rules.

(3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

(4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.

(5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

## Electronic Meetings

- 64.1 A General Meeting of the Company may be called either as a physical meeting, an electronic meeting or a combination of the two (a hybrid meeting).
- 64.2 Where electronic access to a General Meeting is permitted:
  - 64.2.1 the access must be via suitable electronic means agreed by the Trustees;
  - 64.2.2 members accessing the meeting electronically must be able to hear the Chair speak and have the ability to vote on any resolutions at the meeting in order to form part of the quorum.
- 64.3 All resolutions put to the members at electronic general meetings and hybrid general meetings shall be voted on by a poll. Such poll votes may be cast by such electronic or other means as the charity trustees in their sole discretion deem appropriate for the purposes of the meeting.
- 64.4 If a member, due to technological failings, is unable to attend a General Meeting electronically or is only able to attend part of the General Meeting, this shall not invalidate the meeting. The chair of the meeting shall however have the discretion to adjourn the hybrid or electronic meeting if such technological failings in their opinion substantially affect the holding of the meeting. All business conducted at the General Meeting up to the time of adjournment shall be valid. If the meeting is so adjourned the Trustees shall determine the new date for the meeting.
- 64.5 The Trustees may make any arrangement and impose any requirement or restriction as is necessary to ensure the identification of those taking part in any electronic or hybrid General Meeting and the security of the electronic communication and which is proportionate to those objectives. In this respect the Trustees are able to authorise any voting application, system or facility for electronic meetings as they see fit.
- 64.6 The Trustees may take reasonable measures, and make rules, relating to the holding of electronic meetings from time to time. Such measures and rules may include provisions relating to etiquette and communication in meetings, voting in meetings and how to proceed in the event of technical difficulties.

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