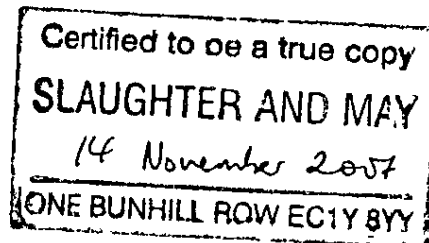


4138032

The Companies Act 2006
Private Company Limited by Guarantee
and not having a Share Capital



WRITTEN RESOLUTIONS
OF
EAST LONDON BUSINESS ALLIANCE CHARITY
(the "Company")


I, being the sole member entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the following resolutions are hereby passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that such resolutions shall take effect as special resolutions

SPECIAL RESOLUTIONS

- 1 That the objects of the Company be altered by the deletion of clause 3 of its memorandum of association and the substitution therefor of the objects contained in the document attached to these written resolutions and marked "A" for the purpose of identification
- 2 That the regulations contained in the document attached to these written resolutions and marked "B" for the purpose of identification be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association thereof

Signed by

Name (print)


HARVEY McGRATH

For and on behalf of East London Business Alliance Charity

Dated. 8th November 2007

Notes:

- (1) To signify agreement to the proposed resolutions set out above, you should sign and date this document where indicated
- (2) Unless these proposed resolutions have been passed by 6th December 2007, this proposal will lapse.



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COMPANIES HOUSE

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A

3 The company's objects (the Objects) are

- (A) To promote and improve the efficiency of charities, community organisations, public sector agencies and other regeneration bodies, particularly, but not limited to, those active in the East London boroughs of Hackney, Newham, Tower Hamlets, Greenwich and Waltham Forest and to support them in direct furtherance of their respective objects through the promotion of private and public sector involvement in the economic and social improvement and development of East London
- (B) To promote for the benefit of the public, urban regeneration in areas of social and economic deprivation in East London (and in particular the boroughs referred to in (A) above) by all or any of the following means
 - (a) the relief of financial hardship,
 - (b) the relief of unemployment,
 - (c) the advancement of education, training or retraining, particularly among unemployed people and providing unemployed people with work experience,
 - (d) the provision of financial assistance, technical assistance or business advice or consultancy in order to provide training and employment opportunities for unemployed people in case of financial or other charitable need through help (i) in setting up their own businesses, or (ii) to existing businesses,
 - (e) the creation of training and employment opportunities by the provision of workspace, buildings and/or land for use on favourable terms,
 - (f) the provision of housing for those who are in conditions of need and the improvement of housing in the public sector or in charitable ownership provided that the power shall not extend to relieving any local authorities or other bodies of a statutory duty to provide or improve housing,
 - (g) the maintenance, improvement or provision of public amenities,
 - (h) the provision of recreational facilities for the public at large or those who by the reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances, have need of such facilities,
 - (i) the protection or conservation of the environment,
 - (j) the provision of public health facilities and childcare,
 - (k) the promotion of public safety and prevention of crime, and
 - (l) such other means as may from time to time be determined subject to the prior written consent of the Charity Commissioners of England and Wales

(C) (1) In furtherance of the foregoing objects but not further or otherwise the company shall have the following powers

- (a) to raise funds. In doing so, the company must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
- (b) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary,
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the company. In exercising this power, the company must comply as appropriate with sections 36 and 37 of the Charities Act 1933,
- (d) to borrow money and to charge the whole or any part of the property belonging to the company as security for repayment of the money borrowed. The company must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land,
- (e) to subscribe to, become a member of, or support in any lawful way any charitable corporation, society or other body of persons having objects of a similar nature to that of the company and to affiliate, or otherwise associate, with the company and any such corporation, society or body,
- (f) to undertake and execute any charitable trusts lawfully undertaken by the company and to promote its objects,
- (g) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes calculated to further its objects,
- (h) to acquire and undertake all or any part of the property, assets, liabilities and engagements of any persons, corporations, societies or other bodies pursuing any charitable objects which the company is authorised to pursue,
- (i) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (j) to employ and remunerate all such lecturers, editors, officers and other staff as are necessary for carrying out the work of the company,
- (k) to stimulate interest in the company's objects by discussion, lectures and other means whether written, printed or oral and to support and conduct courses and conferences for this purpose,

- (l) to form and maintain a resource centre for information and expertise in connection with the company's objects,
- (m) to
 - (i) deposit or invest funds,
 - (ii) employ a professional fund-manager, and
 - (iii) arrange for the investments or other property of the company to be held in the name of a nominee,

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,

- (n) to provide indemnity insurance for the directors or any other officer of the company in relation to any such liability as is mentioned in sub-clause (2) of this clause, but subject to the restrictions specified in sub-clause (3) of the clause,
- (o) to pay the expenses of incorporating the company, and
- (p) to do all such other things as will further the attainment of its objects provided that
 - (i) in case the company shall take or hold any property which may be subject to trusts, only to deal with or invest the same in such a manner as is allowed by law, having regard to such trusts, and
 - (ii) in case the company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the directors of the company shall be chargeable or any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as the directors 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 directors but they shall as regards any such property be subject jointly and separately to such controls or authority as if they were not incorporated

- (2) The liabilities referred to in sub-clause (1)(n) are

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the company, and
 - (b) the liability to make a contribution to the company's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)
- (3)
 - (a) The following liabilities are excluded from sub-clause (2)(a)
 - (i) fines,
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the director or other officer, and
 - (iii) liabilities to the company that result from conduct that the director or other officer knew or must be assumed to have known was not in the best interests of the company or about which the person concerned did not care whether it was in the best interests of the company or not
 - (b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the director's liability is his or her 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

Registered No 04138032

**The Companies Act 1985
A Company Limited by Guarantee
and not having a Share Capital**

ARTICLES OF ASSOCIATION

(As adopted by written special resolution passed on 8 November 2007)

OF

EAST LONDON BUSINESS ALLIANCE

Interpretation

1 In these articles

the “**Act**” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force,

“**address**” means a postal address or, for the purpose of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity,

the “**Charity**” means the company intended to be regulated by these articles,

“**clear days**” in relation to the period of a notice means a period excluding

- the day when the notice is given or deemed to be given, and
- the day for which it is given or on which it is to take effect,

the “**Commission**” means the Charity Commissioners for England and Wales,

the “**memorandum**” means the memorandum of association of the Charity,

“**officers**” includes the Directors and the secretary,

the “**seal**” means the common seal of the Charity if it has one,

“**secretary**” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary,

the “**Directors**” means the directors of the Charity The directors are Charity Trustees as defined by Section 97 of the Charities Act 1993,

the “**United Kingdom**” means Great Britain and Northern Ireland, and

words importing one gender shall include all genders, and the singular includes the plural and vice versa

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act 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

Members

- 2 (1) The subscribers to the memorandum are the first members of the Charity and shall be the Directors
- (2) Membership is open to other individuals or organisations who
 - (a) apply to the Charity in the form required by the Directors or are invited to apply by the existing Directors, and
 - (b) are approved by the Directors
- (3) (a) 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 Charity to refuse the application
- (b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
- (c) 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
- (4) Membership is not transferable to anyone else
- (5) The Directors must keep a register of names and addresses of the members

Classes of membership

- 3
- (1) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members
 - (2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership
 - (3) The rights attached to a class of membership may only be varied if
 - (a) three quarters of the membership of that class consent in writing to the variation, or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation
 - (4) The provisions of these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

Termination of membership

- 4 Membership is terminated if
- (1) the member dies or, if it is an organisation, ceases to exist, or
 - (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members, or
 - (3) any sum due from the member to the Charity is not paid in full within six months of it falling due, or
 - (4) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is proposed, and
 - (B) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting

General meetings

- 5 (1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings
- (3) All general meetings other than annual general meetings shall be called extraordinary general meetings
- 6 The Directors may call an extraordinary general meeting at any time

Notice of general meetings

- 7 (1) The minimum periods of notice required to hold a general meeting of the Charity are
- twenty-one clear days for an annual general meeting, and
 - fourteen clear days for extraordinary general meetings
- (2) A general meeting may be called by shorter notice if it is so agreed,
- in case of an annual general meeting, by all the members entitled to attend and vote, and
 - in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so
- (4) The notice must be given to all the members and to the Directors and auditors
- (5) The notice may be sent or supplied in any way which the Act provides for notice to be sent or supplied by the Charity, including by way of making it available on a website
- 8 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity

Proceedings at general meetings

- 9 (1) No business shall be transacted at any general meeting unless a quorum is present
- (2) A quorum is
- two members entitled to vote upon the business to be conducted at the meeting, or
 - one tenth of the total membership at the time whichever is the greater
- (3) The authorised representative of a member organisation shall be counted in the quorum
- 10 (1) If
- (a) a quorum is not present within half an hour from the time appointed for the meeting, or
- (b) during the meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the Directors shall determine
- (2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for the meeting
- 11 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting
- (3) If there is only one Director present and willing to act, he or she shall chair the meeting
- (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting

- 12
- (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
 - (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
 - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
 - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of meeting
- 13
- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
 - (a) by the person chairing the meeting, or
 - (b) by at least two members having the right to vote at the meeting, or
 - (c) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting
 - (2)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
 - (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded
 - (3)
 - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made
 - (4)
 - (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint the scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
 - (5)
 - (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately

- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
 - (c) The poll must be taken within thirty days after it has been demanded
 - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting
- 14 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have
- 15 An ordinary or special written resolution signed in accordance with the Act by the required majority of members who would have been entitled to vote upon it on the circulation date of the resolution shall be effective. It may comprise several copies each signed by or on behalf of one or more members (or in the case of a member that is an organisation, by the authorised representative)

Votes of members

- 16 (1) Subject to Articles 3 and 14 and the next paragraph, every member, whether an individual or an organisation shall have one vote
- (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity
- 17 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final
- 18 (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation

Directors

- 19 (1) A Director must be a natural person aged 18 years or older
- (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 31
- 20 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
- 21 The first Directors shall be those persons notified to Companies House as the first directors of the Charity
- 22 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors

Powers of Directors

- 23 (1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution
- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors
- (3) Any meeting of the Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors
- 24 (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways
- (a) directly for the Objects, or
- (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,
- (2) Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or

provision made for them, shall on dissolution of the Charity be applied or transferred

- (a) directly for the Objects, or
 - (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,
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission

Retirement

- 25 At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors At each subsequent annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office If there is only one Director he or she must retire
- 26 (1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- (2) If a Director is required to retire at the annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting

The appointment of Directors

- 27 The Charity may by ordinary resolution
- appoint a person who is willing to act as a Director, and
 - determine the rotation in which any additional Directors are to retire
- 28 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless
- (1) he or she is recommended for re-election by the Directors, or

- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that
 - (a) is signed by a member entitled to vote at the meeting,
 - (b) states the member's intention to propose the appointment of a person as a Director,
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House, and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed
- 29 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation
- 30 (1) The Directors may appoint a person who is willing to act to be a Director
- (2) A Director appointed by a resolution of the Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation
- 31 The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of the Directors

Disqualification and removal of Directors

- 32 A Director shall cease to hold office if he or she
 - (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director, or
 - (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision), or
 - (3) ceases to be a member of the Charity, or
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs, or
 - (5) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect), or

- (6) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated

Directors' remuneration

- 33 The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum

Proceedings of the Directors

- 34
 - (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles
 - (2) Any Director may call a meeting of the Directors
 - (3) The secretary must call a meeting of the Directors if requested to do so by a Director
 - (4) Questions arising at a meeting shall be decided by a majority of votes
 - (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote
- 35
 - (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made
 - (2) The quorum shall be two or the number nearest to one third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors
 - (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote
- 36 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting
- 37
 - (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such an appointment
 - (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair the meeting

- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors
- 38 (1) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors

Delegation

- 39 (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book
- (2) The Directors may impose conditions when delegating, including the conditions that
- the relevant powers are to be exercised exclusively by the committee to whom they delegate, and
 - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors
- (3) The Directors may revoke or alter a delegation
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors
- 40 A Director must absent himself or herself from any discussion of the Directors in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)
- 41 (1) Subject to paragraph 40(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director
- who was disqualified from holding office, or
 - who had previously retired or who had been obliged by the constitution to vacate office, or

- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if without

- the vote of that Director, and
- that Director being counted in the quorum,

the decision has been made by a majority of the Directors at a quorate meeting

- (2) Paragraph 40(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of the Directors if, but for paragraph 40(1), the resolution would have been void, or if the Director has not complied with article 39

Seal

- 42 If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second director

Minutes

- 43 The Directors must keep minutes of all
- (1) appointments of officers made by the Directors,
 - (2) proceedings at meetings of the Charity,
 - (3) meetings of the Directors and committees of Directors including
 - the names of Directors present at the meeting,
 - the decisions made at the meetings, and
 - where appropriate the reasons for the decisions

Accounts

- 44 (1) The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Companies Act 1985. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its

successors and adhere to the recommendations of applicable Statements of Recommended Practice

- (2) The Directors must keep accounting records as required by sections 221 and 222 of the Companies Act 1985

Annual Report and Return and Register of Charities

- 45 (1) The Directors must comply with the requirements of the Charities Act 1993 with regards to
 - (a) the transmission of the statements of account to the Charity,
 - (b) the preparation of an annual report and its transmission to the Commission, and
 - (c) the preparation of an annual return and its transmission to the Commission
- (2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities
- 46 Any notice to be given to or by any person pursuant to the articles
 - (1) must be in writing, or
 - (2) must be given using electronic communications
- 47 (1) The Charity may give notice to a member either
 - (a) personally, or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
 - (c) by leaving it at the address of the member, or
 - (d) by giving it using electronic communications to the member's address
- (2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity
- 48 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purpose for which it was called

- 49
- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
 - (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given
 - (3) A notice shall be deemed to be given
 - (a) 48 hours after the envelope containing it was posted, or
 - (b) in the case of an electronic communication, 48 hours after it was sent

Indemnity

- 50 The Charity shall indemnify any Director or Auditor of the Charity against any liability incurred by him or her in that capacity, in the case of a Director, to the extent permitted by section 232 of the Companies Act 2006, in the case of an Auditor, to the extent permitted by section 310 of the Companies Act 1985

Rules

- 51
- (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 Act or by these Articles, and
 - (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 memorandum or the articles