

COMPANY NUMBER: 05948431

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
SCARBOROUGH MUSEUMS, CULTURE AND CREATIVE TRUST ENTERPRISES
LIMITED

Incorporated on 27 September 2006
As amended by special resolutions dated 14 June 2006, 25 January 2010 and 3
August 2022

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1 INTERPRETATION

1.1 In the Articles, unless the context otherwise requires:

Address: means a postal address or, for the purposes of communication in electronic form, a fax number or an email (but excluding a telephone number for receiving text messages) in each case registered with the Company;

Associate Member: means any individual or organisation admitted to associate membership (or any class of associate membership) of the Company under Article 10 including honorary members;

Advisory Group: means an advisory group established under Article 29;

Articles: means the Company's articles of association, as amended from time to time;

Board: means the board of Directors of the Company;

Business Day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

Chair: means the chair of the Directors appointed in accordance with the Articles;

Charities Act: means the Charities Act 2011, as amended or re-enacted from time to time;

Charity: means Scarborough Museums, Culture and Creative Trust (company number: 05114387) or its successor;

Charity Commission: means the Charity Commission for England and Wales (or its successor);

Circulation Date: in relation to a written resolution, has the meaning given to it in the Companies Act 2006;

Clear Days: in relation to a period of notice means a period of days not including the day on which notice was given (or deemed to be given) and the day for which it is given or on which it is to take effect;

Companies Act: means the Companies Act 2006, as amended or re-enacted from time to time;

Companies Acts: means the Companies Acts (as defined in section 2 of the Companies Act 2006, insofar as they apply to the Company);

Company: means the company intended to be regulated by these Articles;

Connected Person: in relation to any person X, means any other person Y falling within one or more of the following categories:

- (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of X; or
- (b) the spouse or civil partner of any person in (a); or
- (c) any person who carries on business in partnership with X or with any person in (a) or (b); or
- (d) an institution which is controlled by X, by any person in (a), (b) or (c), or by X and any person in (a), (b) or (c), taken together;
- (e) a corporate body in which X or any person in (a), (b) or (c) has a substantial interest, or in which two or more such persons, taken together, have a substantial interest;

(and the term “**connected**” shall be construed accordingly)

Directors means the directors of the Company (and includes any person occupying the position of director, by whatever name called);

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

electronic form and electronic means: have the meaning given to such terms in section 1168 of the Companies Act 2006;

execute: includes any means of execution;

financial year: means the Company's financial year;

Items, Groupings, Displays and Collections: means the collections of works of art, virtue and decoration, antiquities, artefacts, geological, archaeological and other scientific specimens including artefacts and records which exemplify, describe or comprise the environmental, social, economic or cultural history of Scarborough and of other community and other items including incorporeal things of any kind without limitation whether or not of public or any specialised interested whatsoever together with relevant cataloguing, records and other documents and papers, storage, protection and display furniture, fitting, containers subject to such constraints and including such intellectual property rights of whatever character in respect of the same owned by, held by lent to or disclosed by the Trust from time to time including without prejudice to the generality of the foregoing the contents of the Scarborough Rotunda Museum, the Scarborough Natural History Museum, the Scarborough Art Gallery and other storage, display and other operational facilities that are set out in one or more inventories as being or otherwise are part of the collections of Scarborough Borough Council made available to the Trust for the purposes of these Articles pursuant to and on such terms as shall be set out in one or more resolutions of Scarborough Borough Council;

Member: means a member of the Company for the purposes of the Companies Acts and these Articles;

Memorandum: means the memorandum of association of the Company;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended or re-enacted from time to time;

month: means a calendar month;

Objects: means the objects of the Company from time to time as stated in Article 4;

Office: means the registered office of the Company;

Officers: includes the Directors and the Secretary;

Register of Members: means the Company's register of members kept pursuant to the Companies Acts;

Regulated Company: means a company deemed to be regulated by the purposes of the Local Government and Housing Act 1989 and the Local Authorities (Companies) Order 1995 and any subsequent amendments thereto or substitution thereof;

Regulations: means any standing orders, bye laws, rules or regulations of the Company made by the Directors pursuant to Article 39;

Scarborough Borough Council: means Scarborough Borough Council or its successor body;

Seal: means the common seal of the Company (if any);

Secretary: means the Company's company secretary (if any);

Sole Member: means the sole Member for the time being;

Special Resolution: has the meaning given in section 283 of the Companies Act 2006;

Trustee: means a director of the Charity. The Trustees are charity trustees as defined in section 177 of the Charities Act 2011;

United Kingdom: means Great Britain and Northern Ireland; 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.

- 1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Companies Act shall have the same meanings in the Articles.
- 1.3 Words denoting the singular shall include the plural and vice versa. Words denoting one gender shall include all genders.
- 1.4 Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.
- 1.5 A reference in the Articles to an article is a reference to the relevant article of the Articles unless expressly provided otherwise.
- 1.6 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:

- 1.6.1 any subordinate legislation from time to time made under it; and
- 1.6.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.7 Any phrase introduced by the terms “**including**”, “**include**”, “**in particular**” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.8 The Model Articles shall not apply to the Company.

2 NAME

The Company’s name is Scarborough Museums, Culture and Creative Trust Enterprises Limited or such other name as the Sole Member may from time to time decide in accordance with the Articles.

3 OFFICE

The Office of the Company shall be situated in England.

4 OBJECTS

The Company’s objects (“**Objects**”) are:

- 4.1 to carry on a general commercial business or any other activity with a view to generating profits or gains; and
- 4.2 to further any or all of the charitable purposes of the Charity by such means as the Directors may determine from time to time.

5 POWERS

In furtherance of the Objects (but not further or otherwise) the Company has the power to:

- 5.1 Establish, equip and maintain accommodation and facilities for, and housing storing, restoring, cataloguing, exhibiting and making available to the public and otherwise using for the public benefit, the Items, Groupings, Displays and Collections;
- 5.2 Write, print, contribute to or otherwise reproduce any means of recorded digital, audio and/or visual information whether now or in the future invented and produce, publish and distribute broadcast, gratuitously or otherwise, films, tapes, instructional matter, periodicals, magazines, books, leaflets and other media or documents of any kind about any aspects of the Objects.

- 5.3 Provide or assist in the provision of curatorial and other professional advice and support to and in respect of public museums, art galleries and public collections in the Borough of Scarborough and elsewhere;
- 5.4 Present, promote, organise, provide, participate in, manage and produce exhibitions, lectures, seminars, workshops and other events of any kind, either alone or with or on behalf of others;
- 5.5 Promote greater understanding of any aspect of the Objects through exhibitions, lectures, seminars, workshops, realisations, interactions, displays, demonstrations or any other activities of any kind;
- 5.6 Promote, undertake, participate in commission and fund research, surveys, studies, experimental work, scientific investigation and development of, into, with or in respect of any aspect of the Objects and to disseminate the useful results of any such activity for the public benefit;
- 5.7 Purchase, acquire, obtain, license, assign, charge or otherwise dispose of interests in the copyright of or the right to exhibit, show or perform any material of any kind;
- 5.8 Carry on any trade or business or act as agent for the Sole Member;
- 5.9 Sell, lease or otherwise dispose of all or any part of the Company's real or personal property and any and all rights of the Company;
- 5.10 Subject to the prior approval of the Sole Member, borrow or raise money and to give security for money borrowed or grants or other obligations by mortgage, charge, lien or other security on the Company's property and assets;
- 5.11 Subject to the prior approval of the Sole Member, lend and give credit to, take security for such loans or credit and enter into guarantees or give security for the performance of contracts by the Company or any other person or company;
- 5.12 Buy, lease, hire or otherwise acquire and deal with any real or personal property and any rights or privileges of any kind over or in respect of any real or personal property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;
- 5.13 Set aside funds for particular purposes or as reserves against future expenditure;
- 5.14 Deposit or invest funds with all the powers of a beneficial owner;
- 5.15 Delegate the management of investments to a financial expert
- 5.16 Arrange for the investments or other property of the Company to be held in the name of a nominee (meaning a corporate body registered or having an established place of

business in the United Kingdom) which is either under the control of the Directors or of a financial expert acting on their instructions, and to pay any reasonable fee required;

- 5.17 Co-operate with other bodies and to exchange information and advice with them;
- 5.18 Establish or support or aid in the establishment and support of any organisation;
- 5.19 Enter into partnership or other arrangement with any other body;
- 5.20 Acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of any body;
- 5.21 Enter into contracts or arrangements to provide goods or services to or on behalf of other bodies;
- 5.22 Provide or procure the provision of advice;
- 5.23 Subject to Article 6, employ or engage and remunerate any person or persons and make provision for the payment of pensions for employees and their dependents;
- 5.24 Take out such insurance policies as are necessary to protect the Company and its assets;
- 5.25 Provide indemnity insurance for the Directors or any other Officer of the Company;
- 5.26 Open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 5.27 Alone or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations;
- 5.28 Provide and assist in the provision of money, materials or other aid;
- 5.29 Pay out of the funds of the Company the costs incurred in connection with the formation and registration of the Company;
- 5.30 Establish local branches (whether autonomous or not); and
- 5.31 Do anything lawful which is calculated to further the Objects or is conducive or incidental to doing so.

6 BENEFITS AND PAYMENTS TO DIRECTORS AND CONNECTED PERSONS

- 6.1 Each Director of the Company:

- 6.1.1 is entitled to be reimbursed reasonable out-of-pocket expenses properly incurred when acting on behalf of the Company;
 - 6.1.2 may benefit from indemnity insurance purchased by the Company in accordance with Article 5.25;
 - 6.1.3 may receive payment under an indemnity from the Company in the circumstances set out in Article 38.
- 6.2 Subject to Article 6.3 a Director of the Company (or a person connected with any Director of the Company) may receive from the Company any other payment or benefit authorised by the Directors in accordance with the Articles.
- 6.3 A Director of the Company (or a person connected with any Director of the Company) who is also a Trustee of the Charity (or a person connected with any Trustee of the Charity) may not receive any other benefit or payment from the Company unless it is authorised by the articles of association of the Charity or by an order made by the Charity Commission or the court.

7 RESIDUAL ASSETS

If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the Members (excluding any Members which are charities) but shall be given or transferred to some charity or charities having objects similar to the Objects chosen by the Members at or before the time of dissolution and, if that cannot be done, then to some other charitable object.

8 LIABILITY OF MEMBERS

The liability of each Member is limited to £1.00, 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 or she is a Member or within one year after he or she ceases to be a Member, for:

- 8.1 Payment of the Company's debts and liabilities contracted before he or she ceases to be a Member,
- 8.2 Payment of the costs, charges and expenses of the winding up, and
- 8.3 Adjustment of the rights of the contributories among themselves.

9 SOLE MEMBER

9.1 The Charity shall be the Sole Member of the Company. No other individual or organisation shall be admitted to membership of the Company.

9.2 The Charity shall notify the Company in writing from time to time of the Charity's authorised representative and he or she may exercise the Charity's rights as the Sole Member under the Companies Acts and these Articles.

9.3 Membership is not transferable.

10 ASSOCIATE MEMBERS

The Directors may make Regulations under Article 39 to establish such classes of associate membership with such description and with such rights and obligations (including the obligation to pay a subscription or other fees) as they think fit and may admit and remove individuals and organisations as Associate Members in accordance with such Regulations provided that such Associate Members shall (in such capacity) not be Members of the Company for the purposes of the Companies Acts or the Articles.

11 RETENTION OF PROFITS

11.1 Subject to any restrictions on the distribution of profits imposed by the Companies Acts, the Company shall distribute, donate or otherwise pay such profits and gains to the Sole Member in respect of any financial year at such times and after making such retention for the purposes of the Company's continued trade and development as the Directors think fit.

11.2 With reference to Article 11.1, a dividend (as opposed to a donation or any other payment) shall be paid only if the Sole Member expressly so determines and shall be payable only to the Sole Member.

12 PAYMENT OF PROFITS

Where a dividend, donation or other payment is payable under Article 11, it must be paid by one or more of the following means:

12.1 Transfer to a bank or building society account specified by the Sole Member in writing from time to time;

12.2 Sending a cheque made payable to the Sole Member by post to its registered office address or to such other address as the Sole Member may specify in writing from time to time;

- 12.3 Such other means of payment as the Sole Member may specify in writing from time to time.

13 DECISIONS OF THE SOLE MEMBER

The Charity may make decisions in its capacity as the Sole Member of the Company by any of the following means:

- 13.1 Passing resolutions in general meeting in accordance with the Companies Act;
- 13.2 Passing written resolutions in accordance with the Companies Act; or
- 13.3 Giving to the Company notice in writing that it has made a decision including the date on which the decision was made. Such notice must be signed by the Sole Member's authorised representative and given to the Company within fourteen days of the date on which the decision was made. Otherwise the decision will not be valid. The decision shall only be effective once it is given in writing to the Company or as otherwise specified in the notice (whichever is the later).

14 DIRECTORS

- 14.1 The Board shall comprise at least one individual Director but, subject to any decision of the Sole Member, there shall be no maximum.
- 14.2 The first Directors shall be those persons whose names are notified to Companies House as the first Directors on incorporation. Subsequent Directors shall be appointed in accordance with the Articles.
- 14.3 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

15 POWERS OF DIRECTORS

- 15.1 Subject to the provisions of the Companies Acts, the Articles and to any decision made by the Sole Member, the Directors shall be responsible for the management of the Company's business and may exercise all the powers of the Company for that purpose.
- 15.2 No alteration of the Articles or any decision made by the Sole Member shall invalidate any prior act of the Directors.
- 15.3 A meeting of the Directors called in accordance with the Articles at which a quorum is present may exercise all the powers exercisable by the Directors.

16 APPOINTMENT AND RETIREMENT OF DIRECTORS

- 16.1 Any other person who is eligible and willing to act as a Director may be appointed to be a Director by a decision of the Sole Member in accordance with the Articles indefinitely or for such period as he or she may agree with the Sole Member at the time of appointment (and he or she shall retire, subject to reappointment, at the end of such period) but a Director may be removed and replaced by a decision of the Sole Member at any time.
- 16.2 Where a maximum number or composition of Directors has been fixed by or in accordance with these Articles, the appointment of a Director must not cause that number or composition to be exceeded.

17 DISQUALIFICATION AND REMOVAL OF DIRECTORS

A Director shall not hold office and, if appointed, shall cease to hold office if he or she:

- 17.1 Resigns by written notice to the Company provided that the minimum number of Directors required under the Articles will remain in office once the resignation is to take effect and such resignation will not cause the Company to be or become a Regulated Company; or
- 17.2 (Being a Trustee of the Charity) ceases to be a Trustee of the Charity for any reason unless the Sole Member decides in advance that his or her appointment as a Director shall continue;
- 17.3 Ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a company director;
- 17.4 Has a bankruptcy order made against them or an arrangement or composition is made with his or her creditors generally in satisfaction of his or her debts;
- 17.5 Has become physically or mentally incapable of acting as a Director or administering his or her own affairs and the Directors resolve that his or her office be vacated;
- 17.6 Is absent from all the meetings of the Directors held within a period of six consecutive months without the permission of the Directors and the Directors resolve that his or her office be vacated;
- 17.7 Is removed by a decision of the Directors on the grounds that, in their reasonable opinion, the Director's continuance in office will, or is reasonably likely to, cause the Company to be or become a Regulated Company;

17.8 Is removed from office by a decision of the Directors passed at a meeting that, in their reasonable opinion, it is in the best interests of the Company that his or her office be vacated. Such a decision must not be made unless:

17.8.1 the Director has been given at least 14 Clear Days' notice in writing of the meeting of the Directors at which the decision will be proposed and the reasons why it will be proposed; and

17.8.2 the Director has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Directors must consider any representations made by the Director (or the Director's representative) and inform the Director of their decision following such consideration. There shall be no right of appeal from a decision of the Directors to terminate the directorship of a Director;

17.9 Is removed from office by the Members in accordance with section 168 of the Companies Act or otherwise in accordance with Article 13.3.

18 PROCEEDINGS OF DIRECTORS

18.1 The Directors shall meet at least once a year.

18.2 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.

19 **CALLING A DIRECTORS' MEETING**

19.1 The Chair or any two Directors may call a meeting of the Directors at any time by giving notice of the meeting to the Directors or by authorising the Secretary (if any) to give such notice.

19.2 A meeting of the Directors shall be called on at least seven days' notice unless all the Directors agree or the Chair reasonably determines that urgent circumstances require shorter notice.

19.3 Notice of a meeting of the Directors must be given to each Director in writing. The notice must specify:

19.3.1 the time, date and place of the meeting;

19.3.2 the general particulars of the business to be considered at the meeting; and

19.3.3 if it is anticipated that the 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.

20 PARTICIPATION IN DIRECTORS' MEETINGS

- 20.1 Any Director may participate in a meeting of the Directors in person or by means of video conference, telephone or any other suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.
- 20.2 If all the Directors participating in the 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.
- 20.3 Any person (not being a Director) may with the permission of the chair of the meeting attend and speak (but not vote) at a Directors' meeting.

21 QUORUM FOR DIRECTORS' MEETINGS

- 21.1 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but unless otherwise fixed shall be one Director.
- 21.2 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 21.3 The Directors may act notwithstanding any vacancy in their number or composition, but if the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to appoint further Directors or to call a general meeting.

22 CHAIRING DIRECTORS' MEETINGS

- 22.1 The Sole Member shall appoint one of the Directors to be the Chair of the Directors and may determine the length of term for which the Chair of Directors is to serve in that office (and may remove him or her at any time), although the Chair's term may be renewed or extended by the Sole Member at any time.
- 22.2 If at any meeting of the Directors the Chair is not participating in the meeting within ten minutes of the time at which it was to start (or the Chair must absent himself or herself in accordance with Article 27), the participating Directors must appoint one of themselves to chair the meeting (or that part of the meeting) by a majority decision of the other Directors or by such other method as they may determine from time to time.

23 DECISION-MAKING BY DIRECTORS

- 23.1 Unless otherwise expressly provided in the Articles, any decision of the Directors (or a committee of Directors) must be either a majority decision of the votes cast at a

Directors' meeting (or a committee meeting) or a decision taken in accordance with Article 25.

- 23.2 Subject to Article Error! Reference source not found., each Director (or committee member) has one vote on each matter to be decided and the chair of the meeting (or the chair of that part of the meeting) shall not have a second or casting vote.

24 OBSERVERS

The Directors may appoint individuals ("**Observers**") to attend and observe (but not speak or vote) at meetings of the Directors (or committee meetings) and may remove and replace an Observer at any time. Observers shall be entitled to receive notice of meetings of the Directors (and committee meetings) and have access to documents and information as if they were Directors. For the avoidance of doubt Observers shall not be Directors and shall have none of the rights of a Director and the chair of the meeting may require an Observer to absent himself or herself from any meeting of the Directors (or any committee meeting) or any part thereof in accordance with Article 27 as if he or she were a Director.

25 DECISIONS BY DIRECTORS OUTSIDE A MEEETING

- 25.1 A decision of the Directors (or a committee of Directors) is taken in accordance with this Article 25 when all eligible Directors (or committee members) indicate to each other by any means that they share a common view on a matter.
- 25.2 Such a decision shall take the form of a decision in writing, copies of which have been signed by each eligible Director or to which each eligible Director (or committee member) has otherwise indicated his or her agreement in writing.
- 25.3 References in this Article 25 to eligible Directors (or committee members) are to Directors (or committee members) who would have been entitled to vote on the matter had it been proposed as a decision at a Directors' meeting (or committee meeting).
- 25.4 A decision may not be taken in accordance with this Article 25 if the eligible Directors (or committee members) would not have formed a quorum at such a Directors' meeting (or committee meeting).

26 DELEGATION BY DIRECTORS

- 26.1 The Directors may delegate, on such terms of reference as they think fit, any of their powers or functions to two or more Directors or to any committee comprising two or more Directors.

- 26.2 The Directors may delegate the implementation of their decisions or day-to-day management of the affairs of the Company to any person or committee.
- 26.3 The terms of reference of a committee may (but need not) include conditions imposed by the Directors, including that:
- 26.3.1 the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate; and/or
 - 26.3.2 no expenditure or liability may be incurred on behalf of the Company except where approved by the Directors or in accordance with a budget previously agreed by the Directors.
- 26.4 Persons who are not Directors may be appointed as members of a committee, subject to the approval of the Directors.
- 26.5 Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall 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.
- 26.6 The terms of any delegation to a committee shall be recorded in the Company's records.
- 26.7 The Directors may revoke or alter the terms of delegation at any time.
- 26.8 All acts and proceedings of any committee shall be fully and promptly reported to the Directors.
- 27 CONFLICTS OF INTERESTS
- 27.1 A Director must declare the nature and extent of:
- 27.1.1 any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared; or
 - 27.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interest of the Company or his or her duties to the Company.
- 27.2 If a Directors' interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interests or a conflict of duties with or in respect of the Company, he or she is entitled to participate in the Directors' meeting, to be counted in the quorum and to vote on the matter. If any question arises as to whether a Director's interest or

duty is likely to give rise to such a conflict, this question shall be decided by the chair of the meeting (or, in the case of the chair of the meeting, by a majority decision of the other Directors) acting reasonably and in good faith.

27.3 If a Director's interest or duty gives rises (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Company, he or she:

27.3.1 may continue to participate in the Directors' meeting (but only insofar as is necessary to inform the meeting) but must then withdraw before the matter is put to a vote;

27.3.2 must not count in the quorum for that part of the meeting; and

27.3.3 must not have a vote on the matter.

27.4 The requirements of Article 27.2 shall not apply in relation to:

27.4.1 reimbursement of expenses in accordance with Article 6.1.1;

27.4.2 the payment of premiums in respect of indemnity insurance purchased in accordance with Article 6.1.2; or

27.4.3 payment under an indemnity in accordance with Article 6.1.3;

unless the other Directors decide otherwise.

27.5 The non-conflicted Directors may authorise a conflict of interests where the following conditions apply:

27.5.1 the matter is proposed to the Directors in accordance with these Articles or as otherwise agreed by the Directors;

27.5.2 the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person or his or her duty owed to that other organisation or person;

27.5.3 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and

27.5.4 the non-conflicted Directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.

27.6 A Director shall not be in breach of his or her duty to the Company under section 175 of the Companies Act to avoid a conflict of interest simply by virtue of being a

Director of the Company and also a Trustee of the Charity (or a person connected with a Trustee of the Charity). Such conflict of interests shall be deemed to be authorised upon appointment or reappointment as a Director and a Director subject to such a conflict shall be entitled to participate in the meeting of the Directors and to vote and count in the quorum unless otherwise determined by the chair of the meeting.

27.7 The Company shall keep a register of Directors' interests.

28 VALIDITY OF DIRECTORS' DECISIONS

28.1 Acts done by a meeting of the Directors or of a committee shall not be invalidated by the subsequent realisation that:

28.1.1 the appointment of any such Director or person acting as a Director was defective; or

28.1.2 any or all of them were disqualified from acting as a Director;

28.1.3 any or all of them had ceased to hold office as a Director; or

28.1.4 any or all of them were not entitled to vote on the matter;

if, without the vote of that Director and that Director being counted in quorum, the decision has otherwise been made in accordance with the Articles.

28.2 Article 28.1 shall not permit a Director or a Connected Person to keep any payment or other benefit if, but for Article 28.1, the decision would have been void or beyond the Directors' powers, or if the Director has not complied with Article 27.

29 ADVISORY GROUPS

29.1 The Directors may appoint from time to time such persons as they shall agree to be member of an Advisory Group.

29.2 An Advisory Group shall act as a principal and authoritative forum for facilitating the Company's work in relation to the understanding of the various practical, professional, technical, educational, ethical and aesthetic issues arising out of or in relation to the furtherance of the Objects or any of them.

29.3 The members of an Advisory Group may regulate their proceedings as they think fit save that the Advisory Group shall not have or exercise any management, director or fiduciary responsibility to the Company.

29.4 A person who is a member of any Advisory Group shall not be a Director, may be paid reasonable expenses in a like manner to a Director and (if that person is an

employee or seconded of or to the Company) may receive reasonable and proper remuneration for services rendered to the Company pursuant to the Articles.

30 BANK ACCOUNT

The Company shall open one or more bank accounts in its own name. Any bank account in which any part of the assets of the Company is deposited shall be operated in accordance with the instructions of the Directors and shall indicate the name of the Company. All cheques and orders for payment of money shall be signed by at least two Directors or by two persons authorised as signatories by the Directors subject to such limitations and terms as they shall from time to time direct.

31 PATRONS

The Directors may appoint (and remove) such patron or patrons for such period, on such terms and with such responsibilities as they may from time to time determine.

32 SECRETARY

32.1 The Directors may appoint any person who is willing to act as the Secretary for such term, at such remuneration (but subject to Article 6) and on such conditions as the Directors think fit. From time to time the Directors may decide to remove such person and to appoint a replacement.

32.2 The Secretary shall be entitled to attend all general meetings, all meetings of the Directors (and all committee meetings) and all meetings of any Advisory Group.

32.3 A Secretary who is also a Director may not be remunerated in such capacity otherwise than as permitted by the Articles.

33 MINUTES

The Directors shall cause the Company to keep the following records in writing and in permanent form:

33.1 Minutes of proceedings at general meetings;

33.2 Minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present at each such meeting;

33.3 Copies of resolutions of the Company and decisions of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors or of committees; and

33.4 Particulars of appointments of Directors and any other Officers.

34 SEAL

The Seal (if any) shall 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 the Secretary or by two Directors.

35 RECORDS AND ACCOUNTS

35.1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a Register of Members, keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of:

35.1.1 annual reports;

35.1.2 confirmation statements; and

35.1.3 annual statements of account.

35.2 Except as provided by law or authorised by the Directors or a resolution of the Company, no person is entitled to inspect any of the Company accounting or other records or documents merely by virtue of being a Director or a Member of the Company.

36 COMMUNICATIONS

36.1 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 provides for documents or information which are authorised or required by any provision of the Companies Act to be sent or supplied by or to the Company.

36.2 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.

36.3 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.

37 IRREGULARITIES

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental

informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

38 INDEMNITY

38.1 Subject to Article 38.2, but without prejudice to any indemnity to which they may otherwise be entitled:

38.1.1 every Director or former Director of the Company shall be indemnified out of the assets of the Company in relation to any liability they incur in that capacity; and

38.1.2 every other Officer or former Officer of the Company may be indemnified out of the assets of the Company in relation to any liability they incur in that capacity.

38.2 This Article 38 does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law and any such indemnity is limited accordingly.

39 REGULATIONS

39.1 The Directors shall have power from time to time to make, repeal or alter Regulations as they deem necessary or conducive to the management of the Company and the administration of its affairs. In particular such Regulations may regulate:

39.1.1 The admission and classification of Associate Members of the Company, their rights and privileges and other conditions of associate membership (including different classes of associate membership) and the terms on which they may resign or be removed and the entrance fees, subscriptions and other fees or payments to be made by Associate Members;

39.1.2 The conduct of Associate Members in relation to one another and to the Company's Officers, employees and volunteers;

39.1.3 The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;

39.1.4 The procedure at general meetings and meetings of the Directors (and committees) to the extent that such procedure is not regulated by the Companies Acts or the Articles; and

39.1.5 Generally any other matters or things within the powers or under the control of the Directors.

39.2 The Regulations shall be binding on all Directors (and committee members) and Associate Members, and no rule shall be inconsistent with or shall effect or repeal anything contained in the Articles.

40 WINDING UP

40.1 Subject to the Companies Acts, the Company may be voluntarily wound up or dissolved by a decision of the Sole Member in accordance with the Articles.

40.2 On the winding up or dissolution of the Company, the Company's assets shall be applied or transferred in accordance with Article 7.