



RM *R8A3ROJL*
20/07/2019 #129
COMPANIES HOUSE

Company Number 06348133

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF THE CENTRE FOR COMPUTING HISTORY LIMITED

1. COMPANY NAME

- 1.1. The company's name is The Centre for Computing History Limited ("**the Charity**")

2. INTERPRETATION

- 2.1. In the Articles:

- 2.1.1. "**address**" means a postal address, or for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;
- 2.1.2. "**the Articles**" means the Charity's articles of association;
- 2.1.3. "**the Charity**" means the company intended to be regulated by the Articles;
- 2.1.4. "**clear days**" in relation to the period of a notice means a period excluding:
- 2.1.4.1. the day when the notice is given or deemed to be given; and
- 2.1.4.2. the day for which it is given or on which it is to take effect.
- 2.1.5. "**the Commission**" means the Charity Commission for England and Wales;
- 2.1.6. "**Connected Person**" in Article 7, Article 9 and Article 23.2 includes any person within the definition in Article 33;
- 2.1.7. "**the Directors**" means the directors of the Charity. The Directors are Charity trustees as defined by section 177 of the Charities Act 2011,

- 2.1.8. **"document"** includes, unless otherwise specified, any document sent or supplied in electronic form;
- 2.1.9. **"electronic form"** has the meaning given in section 1168 of the Companies Act 2006;
- 2.1.10. **"electronic means"** means communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;
- 2.1.11. **"the Memorandum"** means the memorandum of association of the Charity;
- 2.1.12. **"Objects"** has the meaning ascribed to it in Article 4.1;
- 2.1.13. **"officers"** includes the Directors and the secretary (if any);
- 2.1.14. **"Ordinary Resolution"** means a resolution agreed by a simple majority of the members present and eligible to vote at a general meeting or in the case of a Written Resolution by members who together hold a simple majority of the voting power;
- 2.1.15. **"seal"** means the common seal of the Charity if it has one;
- 2.1.16. **"secretary"** means any person appointed to perform the duties of the secretary of the charity;
- 2.1.17. **"Special Resolution"** means a resolution of which at least 14 days' notice has been given agreed by a 75% majority of the members present and eligible to vote at a general meeting or in the case of a Written Resolution by members who together hold 75% of the voting power;
- 2.1.18. **"the United Kingdom"** means Great Britain and Northern Ireland
- 2.1.19. **"Written Resolution"** means an Ordinary or a Special Resolution which is in writing; and
- words importing one gender shall include all genders and the singular includes the plural and vice versa.
- 2.2. Unless the context otherwise requires, words or expressions contained in these 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.

- 2.3. Apart from the exception mentioned in Article 2.2 a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. LIABILITY OF MEMBERS

- 3.1. The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he is a member or within one year after he ceases to be a member for:
 - 3.1.1. payment of the Charity's debts and liabilities incurred before he ceases to be a member;
 - 3.1.2. payment of the costs, charges and expenses of winding up; and
 - 3.1.3. adjustment of the rights of the contributories among themselves.

4. OBJECTS

- 4.1. The Charity's objects ("**the Objects**") are specifically restricted to the following:
 - 4.1.1. to promote, maintain, improve and advance public education in the history of computing in particular but not exclusively by:
 - 4.1.1.1. the provision of educational demonstrations;
 - 4.1.1.2. the provision of educational facility and research centre;
 - 4.1.1.3. the establishment and maintenance of a museum.

5. POWERS

- 5.1. The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:
 - 5.1.1. to raise funds; in doing so the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - 5.1.2. to buy, take a lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- 5.1.3. to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- 5.1.4. to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation the Charity must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
- 5.1.5. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.1.6. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.1.7. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 5.1.8. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.1.9. to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by Article 7 and provided it complies with the conditions in that Article;
- 5.1.10. to.
 - 5.1.10.1. deposit or invest funds;
 - 5.1.10.2. employ a professional fund-manger; and
 - 5.1.10.3. arrange for the investments or other property of the Charity 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;
- 5.1.11. to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in section 189 of the Charities Act 2011; and

- 5.1.12. to pay out funds of the Charity the costs of forming and registering the Charity both as a company and as a Charity.

6. APPLICATION OF INCOME AND PROPERTY

- 6.1. The income of the property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.2. A Director:
 - 6.2.1. is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Charity;
 - 6.2.2. may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the condition in section 189 of the Charities Act 2011;
 - 6.2.3. may receive an indemnity from the Charity in the circumstances specified in Article 29;
 - 6.2.4. may not receive any other benefit or payment unless it is authorised by Article 7;
- 6.3. Subject to Article 7, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity.

7. BENEFITS AND PAYMENTS TO CHARITY DIRECTORS AND CONNECTED PERSONS

7.1. General Provisions

- 7.1.1. No Director or Connected Person may:
 - 7.1.1.1. buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
 - 7.1.1.2. sell goods, services or any interest in land to the Charity;
 - 7.1.1.3. receive any other financial benefit from the Charity;
- unless the payment is permitted by Article 7.2 or authorised by the court or the Commission.

7.1.2. In this Article 7 a "financial benefit" means a benefit, direct or indirect which is either money or for a monetary value.

7.2. **Scope and powers permitting Directors' or Connected Persons' benefits**

7.2.1. A Director or Connected Person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way;

7.2.2. A Director or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provisions of services, to the Charity where that is permitted in accordance with, and subject to the conditions in sections 185 and 186 of the Charities Act 2011.

7.2.3. Subject to Article 7.2.2 a Director or Connected Person may provide the Charity with goods that are not supplied in connection with the services provided to the Charity by the Director or Connected Person.

7.2.4. A Director or Connected Person may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Directors.

7.2.5. A Director or Connected Person may receive rent for premises let by the Director or Connected Person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

7.2.6. A Director or Connected Person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

7.3. **Payment for the supply of goods only – controls**

7.3.1. The Charity and its Directors may only rely upon the authority provided by Article 7.2.3 if each of the following conditions is satisfied:

7.3.1.1. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its Directors (as the

case may be) and the Director or Connected Person supply the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the Charity;

7.3.1.2. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;

7.3.1.3. The other Directors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Director or Connected Person. In reaching that decision the Directors must balance the advantage of contracting with a Director or Connected Person against the disadvantages of doing so;

7.3.1.4. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him with regard to the supply of goods to the Charity;

7.3.1.5. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting;

7.3.1.6. The reason for their decision is recorded by the Directors in the minute book;

7.3.1.7. A majority of the Directors then in office are not in receipt of remuneration or payments authorised by Article 7;

7.3.2. In Articles 7.2 and 7.3 "Charity" includes any company in which the Charity:

7.3.2.1. holds more than 50% of the shares; or

7.3.2.2. controls more than 50% of the voting rights attached to the shares; or

7.3.2.3. has the right to appoint one or more directors to the board of the company.

8. DECLARATION OF DIRECTORS' INTERESTS

8.1. A Charity Director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Charity or in any other transaction or arrangement that is entered into by the Charity which has not previously been declared. A Director must absent himself from any discussions of the Charity Directors in

which it is possible that a conflict will arise between his duty to act solely in the interest of the Charity and any personal interest (including but not limited to any personal financial interest).

9. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

9.1. If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

9.1.1. 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;

9.1.2. 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

9.1.3. the unconflicted Directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

9.2. In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a Connected Person.

10. MEMBERS

10.1. The Charity must maintain a register of members.

10.2. Membership is open only to the Directors.

10.3. Membership is not transferable.

10.4. The form and procedure for applying for membership is as prescribed by the Directors.

10.5. Membership is terminated if the member concerned:

10.5.1. Gives written notice of resignation provided that, on their resignation, at least two members remain;

10.5.2. Ceases to be a Director; or

10.5.3. Dies.

11. GENERAL MEETINGS

11.1. The Charity may (but need not) hold an annual general meeting (AGM) in any year.

11.2. Whether or not the Charity holds an AGM, members are entitled to:

11.2.1. Receive the accounts of the Charity for each financial year;

11.2.2. Receive an annual written report on the Charity's activities; and

11.2.3. Appoint reporting accountants or auditors for the Charity (unless such accountants or auditors are automatically deemed reappointed under the Companies Act).

11.3. The Directors shall call a general meeting if required to do so by the members in accordance with section 303 of the Companies Act.

12. NOTICE AND PROCEEDINGS OF GENERAL MEETINGS

12.1. Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Charity before the commencement of the meeting).

12.2. General meetings are called on at least 14 and not more than 28 clear days' written notice, unless the members consent to a shorter period of notice in accordance with the Companies Act, and subject to any specific provisions of the Companies Act in relation to a requirement for longer periods of notice.

12.3. A notice of a general meeting shall set out the business to be discussed and the right of a member to appoint a proxy, in accordance with the requirements of the Companies Act.

12.4. A meeting of the members may be held either in person or by suitable electronic means agreed in advance by the members in which all participants may communicate with all the other participants.

12.5. There is a quorum at a general meeting if the number of members present in person or by proxy is at least two or one third of the total number of members, whichever is the higher number.

13. CHAIRING OF GENERAL MEETINGS

- 13.1. The Chair of Directors shall chair general meetings, except that if the Chair is unwilling or unable to chair for all or part of a meeting, any person nominated by the members present at the general meeting may act as chairperson.

14. ADJOURNMENT OF GENERAL MEETINGS

- 14.1. The person chairing the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than business that might properly have been transacted at the meeting had the adjournment not taken place.
- 14.2. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting unless a meeting is adjourned for fourteen days or more, in which case at least seven days' notice of the adjourned meeting shall be given.

15. VOTING AT GENERAL MEETINGS

- 15.1. Except where otherwise provided by the Articles or the Companies Act, every matter proposed at a general meeting is decided by simple majority (Ordinary Resolution).
- 15.2. Every member present in person or by proxy has one vote on each matter.
- 15.3. Except where otherwise provided by the Articles or the Companies Act, a Written Resolution (whether an Ordinary or a Special Resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the Written Resolution may be set out in more than one document.
- 15.4. A technical defect in the appointment of a member of which the members are unaware at the time does not invalidate a decision taken at a general meeting or a Written Resolution.

16. DIRECTORS

- 16.1. A Director must be a natural person aged 16 years or older.
- 16.2. No one may be appointed a Director if he would be disqualified from acting under the provisions of Article 19.

16.3. The number of Directors shall be not less than two but (unless otherwise determined by Ordinary Resolution) shall not be subject to any maximum.

16.4. The first Directors shall be those persons notified to Companies House as the first Directors of the Charity.

16.5. A Director may not appoint an alternate director or anyone to act on his behalf at meetings of the Directors.

17. POWERS OF DIRECTORS

17.1. 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 Companies Acts, the Articles or any Special Resolution

17.2. No alteration of the Articles or any Special Resolution shall have retrospective effect to invalidate any prior act of the Directors.

17.3. Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

18. APPOINTMENT AND RETIREMENT OF DIRECTORS

18.1. The Directors shall appoint any individual who is eligible as a Director to fill a vacancy or as an additional Director.

18.2. Subject to Article 18.3, Directors shall serve for a period of four years from the date of their appointment. On expiration of their term of office they will be eligible for reappointment for a further four year term (up to a maximum of three consecutive terms) by majority decision of the remaining Directors. If a Director has served three consecutive terms they must retire from office at the end of their third term of office, and will only be eligible for reappointment if at least one year has elapsed since their retirement. Those Directors currently in office as at the date of the adoption of these Articles shall be deemed to have been appointed in accordance with this Article 18.2 from the date of their last re-appointment.

18.3. In exceptional circumstances, the Directors shall have the power by a 75 per cent majority to extend a Director's period of office (and shall in their absolute discretion decide the period of the extension), and to waive the requirement for one year to elapse before a Director may be eligible for

re-appointment.

- 18.4. A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting of the Directors.

19. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 19.1. *A Director shall cease to hold office if he:*

19.1.1. *ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;*

19.1.2. *is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provision);*

19.1.3. *ceases to be a member of the Charity;*

19.1.4. *becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;*

19.1.5. *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);*

19.1.6. *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 office be vacated; or*

19.2. *is removed by resolution of the Directors on the grounds that he is guilty of conduct detrimental to, or of acting in any way that may undermine, the Objects or reputation of the Charity.*

20. DIRECTORS' REMUNERATION

- 20.1. The Directors must not be paid any remuneration unless it is authorised by Article 7.

21. PROCEEDINGS OF DIRECTORS

- 21.1. The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.

21.2 Any Director may call a meeting of the Directors.

- 21.3. The secretary (if any) must call a meeting of the Directors if requested to do so by a Director.
- 21.4. Questions arising at a meeting shall be determined by a majority of votes.
- 21.5. In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 21.6. 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. "Present" includes being present by suitable electronic means agreed by the Directors in which a participant or participant may communicate with all the other participants.
- 21.7. 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.
- 21.8. 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.
- 21.9. 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.
- 21.10. The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- 21.11. 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 that meeting.
- 21.12. 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 by the Directors.
- 21.13. A resolution in writing or in electronic form agreed by all the Directors entitled to receive notice of a meeting of Directors to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held

- 21.14. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

22. DELEGATION

- 22.1. 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.

- 22.2. The Directors may impose conditions when delegating, including the conditions that:

- 22.2.1. the relevant powers are to be exercised exclusively by the committee to whom they delegate; and

- 22.2.2. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

- 22.3. The Directors may revoke or alter a delegation.

- 22.4. All acts and proceedings of any committees must be fully and promptly reported to the Directors.

23. VALIDITY OF DIRECTORS' DECISIONS

- 23.1. Subject to Article 23.2, 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:

- 23.1.1. who was disqualified from holding office;

- 23.1.2. who had previously retired or who had been obliged by the constitution to vacate office;

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

if without

- 23.1.4. the vote of that Director, and

- 23.1.5. that Director being counted in the quorum

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

- 23.2. Article 23.1 does not permit a Director or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 23.1, the resolution would have been void, or if the Director has not complied with Article 8.

24. SEAL

- 24.1. 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 (if any) or by a second Director.

25. MINUTES

- 25.1. The Directors must keep minutes of all:
- 25.1.1. appointments of officers made by the Directors;
 - 25.1.2. proceedings at meetings of the Charity; and
 - 25.1.3. meetings of the Directors and committees of Directors including:
 - 25.1.3.1. the names of the Directors present at the meeting;
 - 25.1.3.2. the decisions made at the meetings; and
 - 25.1.3.3. where appropriate the reasons for the decisions.

26. ACCOUNTS

- 26.1. The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and following accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 26.2. *The Directors must keep accounting records as required by the Companies Acts.*

27. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 27.1. The Directors must comply with the requirements of the Charities Act 2011 with regard to:
- 27.1.1. the transmission of the statements of account to the Charity,

- 27.1.2. the preparation of an Annual Report and its transmission to the Commission; and
- 27.1.3. the preparation of an Annual Return and its transmission to the Commission
- 27.2. The Directors must notify the commission promptly of any changes to the Charity's entry on the Central Register of Charities.

28. MEANS OF COMMUNICATION TO BE USED

- 28.1. 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.
- 28.2. Any notice to be given to or by any person pursuant to the Articles:
 - 28.2.1. must be in writing; or
 - 28.2.2. must be given in electronic form.
- 28.3. The Charity may give any notice to a member either:
 - 28.3.1. personally; or
 - 28.3.2. by sending it by post in a prepaid envelope addressed to the member at his address; or
 - 28.3.3. by leaving it at the address of the member; or
 - 28.3.4. by giving it in electronic form to the member's address.
- 28.4. 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.
- 28.5. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 28.6. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

28.7. Proof that an electronic form of notice was given and shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

28.8. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

28.8.1. 48 hours after the envelope containing it was posted; or

28.8.2. in the case of an electronic form of communication, 48 hours after it was sent.

29. INDEMNITY

29.1. The Charity shall indemnify any relevant Director against any liability incurred by him in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

29.2. In this Article 29 a "relevant Director" means any director or former director of the Charity.

29.3. The Charity may indemnify an auditor against any liability incurred by him:

29.3.1. in defending proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted, or

29.3.2. in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him by the Court.

30. RULES

30.1. 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.

30.2. The bye laws may regulate the following matters but are not restricted to them:

30.2.1. 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;

- 30.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- 30.2.3. 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;
- 30.2.4. the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by the Articles; and
- 30.2.5. generally, all such matters as are commonly the subject matter of company rules.
- 30.3. The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 30.4. 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.
- 30.5. 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.

31. DISPUTES

- 31.1. If a dispute arises between members of the company about the validation or propriety of anything done by the members of the Company under these Articles and the dispute cannot be resolved by agreement the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

32. DISSOLUTION

- 32.1. 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:
 - 32.1.1. directly for the Objects; or
 - 32.1.2. by transfer to any charity or charities for the purposes similar to the Objects; or
 - 32.1.3. to any charity for use for particular purposes that fall within the Objects.

- 32.2. 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:
- 32.2.1. directly for the Objects; or
- 32.2.2. by transfer to any charity or charities for purposes similar to the Objects; or
- 32.2.3. to any charity or charities for use for particular purposes that fall within the Objects.
- 32.3. 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 resolution in accordance with Article 32.1 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.
- 33. INTERPRETATION**
- 33.1. In Article 7, Article 9.2 and Article 23.2 "Connected Person" means:
- 33.1.1. a child, parent, grandchild, grandparent, brother or sister of the Director;
- 33.1.2. the spouse or civil partner of the Director or of any person falling within Article 33.1.1;
- 33.1.3. a person carrying on business in partnership with the Director or with any person falling within Article 33.1.1 or 33.1.2;
- 33.1.4. an institution which is controlled:
- 33.1.4.1. by the Director or any Connected Person falling within Article 33.1.1, 33.1.2 or 33.1.3; or
- 33.1.4.2. by two or more persons falling within Article 33.1.4.1, when taken together
- 33.1.5. a body corporate in which:
- 33.1.5.1. the director or any Connected Person falling within Articles 33.1.1 to

33.1.3 has a substantial interest; or

33.1.5.2. two or more persons falling within Article 33.1.5.1 who, when taken together, have a substantial interest.

33.1 6. sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this sub-clause.