

Company No 7424020

Private Company Limited by Shares

Written resolution of
Kielder Water & Forest Park Development Trust

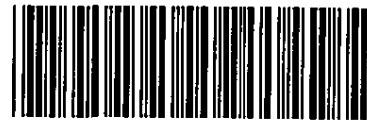
On the 4th day of February 2013, the following resolution was duly passed as a written resolution in accordance with the requirements of section 288 to 300 of the Companies Act 2006 by the members of the Company as a special resolution in accordance with section 283 of the Companies Act 2006

THAT the Articles of Association circulated with this resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association, with effect from the date of passing this resolution



Heidi Mottram
Director
Kielder Water & Forest Park Development Trust
Northumbria House
Abbey Road
Pity Me
DURHAM
DH1 5FJ

SATURDAY



A18 *A21U2RUZ* 09/02/2013 #250
COMPANIES HOUSE

Company No 7424020

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

KIELDER WATER & FOREST PARK DEVELOPMENT TRUST

(as amended by Special Resolution on 4 February 2013)

The Companies Acts 1985 and 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

KIELDER WATER & FOREST PARK DEVELOPMENT TRUST

INTERPRETATION

1 In these Articles

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

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

"annual contribution" means (in respect of each founding member) the sum of £2,000 per annum (or such other sum as the Directors shall determine) and (in respect of each other member) such sum as the Directors shall determine,

"affiliated organisations" means Kielder Limited, Wild Redesdale and North Tyne Business Forum, North Tyne and Redesdale Association of Parish Councils and North Tyne and Redesdale Community Partnership and their respective successor organisations (except where the successor organisation is itself a stakeholder or member) and such other organisations, on such terms, as the Directors shall determine,

"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 Commission for England and Wales,

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

"founding members" means the Northumbria Calvert Trust, the Forestry Commission and Northumbrian Water Limited,

"members" means such of the founding members as contribute the annual contribution to the Charity (and such other organisations, on such terms, as the members shall unanimously determine),

"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 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 Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity

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

OBJECTS OF THE CHARITY

2 The Charity is established

- (1) To promote sustainable development for the benefit of the public by
 - (a) the preservation, conservation and the protection of the environment and the prudent use of natural resources in the area surrounding Kielder Water and Kielder Forest ("Kielder"), and
 - (b) the relief of poverty and the improvement of the conditions of life in socially and economically disadvantaged communities at Kielder, and
 - (c) the promotion of sustainable means of achieving economic growth and regeneration at Kielder,

(and in this Article 2(1) "sustainable development" means "development that meets the needs of the present without compromising the ability of future generations to meet their own needs")
- (2) To provide or assist in the provision of facilities for public recreation and other leisure activities at Kielder in the interests of social welfare with the object of improving the conditions of life of those using such facilities,
- (3) To educate the public in all aspects of the natural environment at Kielder, and
- (4) To advance the Arts by promoting the creation of works of art and presenting musical and dramatic performances

- 3 (1) In addition to any other powers it may have, the Charity has the following powers in order to further the objects (but not for any other purpose)
 - (a) to publish, present, promote, organise, provide, manage and produce such books, plays, ballets, operas, operettas, concerts, films, radio broadcasts, television performances, lectures, exhibitions and other literary, musical, dramatic and artistic entertainments, performances and exhibitions as are necessary for the promotion, maintenance and advancement of education or to the encouragement of the Arts and to formulate, prepare and establish schemes therefor,
 - (b) to purchase, acquire and obtain interests in the copyright of or the right to perform, publish or show any material which can be used or adapted for the objects of the Charity,

- (c) to enter into agreements and engagements with authors, actors, dancers, musicians, producers, lecturers, artists, composers, and other persons and retain advisers and to reimburse such persons and advisers by salaries or fees,
- (d) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
- (e) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- (f) 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 36 and 37 of the Charities Act 1993,
- (g) 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. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land,
- (h) to co-operate with other Charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (i) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- (j) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects,
- (k) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (l) 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 4 and provided it complies with the conditions in that Article,
- (m) to
 - (i) deposit or invest funds,
 - (ii) employ a professional fund-manager, and
 - (iii) 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,
- (n) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in sub-clause (2) of this Article 3, but subject to the restrictions specified in sub-clause (3) of this Article 3,
- (o) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a Charity, and
- (p) to do all such other lawful things as are necessary for the achievement of the Objects

- (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 Charity,
 - (b) the liability to make a contribution to the Charity'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) of this Article 3
 - (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,
 - (iii) liabilities to the Charity 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 Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not
- (b) There is excluded from sub-clause (2)(b) of this Article 3 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 Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation

APPLICATION OF CHARITY INCOME

- 4 (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects
- (2) (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity
- (b) Subject to the restrictions in sub-clauses (3)(a) and (3)(b) of Article 3, a Director may benefit from Trustee indemnity insurance cover purchased at the Charity's expense
- (c) A Director may receive an indemnity from the Charity in the circumstances specified in Article 45
- (3) 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 This does not prevent a member who is not also a Director receiving
 - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity,
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity
- (4) No Director may
 - (a) buy any goods or services from the Charity,
 - (b) sell goods, services, or any interest in land to the Charity,

- (c) be employed by, or receive any remuneration from the Charity,
- (d) receive any other financial benefit from the Charity, unless
 - (i) the payment is permitted by sub-clause (5) of this Article 4 and the Directors follow the procedure and observe the conditions set out in sub-clause (6) of this Article 4, or
 - (ii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes
- (5) (a) A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity
- (b) A Director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director
- (c) A Director may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors
- (d) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company
- (e) A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper
- (6) (a) The Charity and its Directors may only rely upon the authority provided by sub-clause (5) of this Article 4 if each of the following conditions is satisfied
 - (i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances
 - (ii) The Director is absent from the part of any meeting at which there is discussion of
 - his or her employment or remuneration, or any matter concerning the contract, or
 - his or her performance in the employment, or his or her performance of the contract, or
 - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause (5) of this Article 4, or
 - any other matter relating to a payment or the conferring of any benefit permitted by sub-clause (5) of this Article 4
 - (iii) The Director 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
 - (iv) The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against that disadvantages of doing

so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest)

- (v) The reason for their decision is recorded by the Directors in the minute book
- (vi) A majority of the Directors then in office have received no such payments
- (b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is
 - (i) a partner,
 - (ii) an employee,
 - (iii) a consultant,
 - (iv) a director, or
 - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital
- (7) In sub-clauses (2)-(6) of this Article 4
 - (a) "Charity" shall include any company in which the Charity
 - holds more than 50% of the shares, or
 - controls more than 50% of the voting rights attached to the shares, or
 - has the right to appoint one or more Directors to the Board of the company
 - (b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner

DISSOLUTION

- 5 (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 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

MEMBERS

- 6
- (1) The founding members are the first members of the Charity
 - (2) Membership is, in addition, open to such other organisations as the members shall unanimously agree to admit and on such terms as the members think fit
 - (3) Membership is not transferable save to successor organisations (except where the successor organisation is itself a member)
 - (4) The Directors must keep a register of names and addresses of the members
 - (5) The rights attached to membership may only be varied if three-quarters of the members consent in writing to the variation
 - (6) The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for-
 - (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves

TERMINATION OF MEMBERSHIP

- 7
- Membership is terminated if
- (1) the member ceases to exist without a successor organisation being created (or the successor organisation is itself a member),
 - (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members,
 - (3) any sum due from the member to the Charity is not paid in full within six months of it falling due,
 - (4) the member is removed from membership by a resolution of the members that it is in the best interests of the Charity that its 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 at which the resolution will be proposed and the reasons why it is to be proposed,

- (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, or
- (5) it fails to pay its annual contribution in any calendar year (except if the Directors expressly determine that its membership shall not so terminate)

GENERAL MEETINGS

- 8 The Directors may call a general meeting at any time

NOTICE OF GENERAL MEETINGS

- 9 (1) The minimum period of notice required to hold a general meeting of the Charity is fourteen clear days
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 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
- (4) The notice must be given to all the members and to the Directors, affiliated organisations and any auditors appointed by the Charity
- 10 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

- 11 (1) No business shall be transacted at any general meeting unless a quorum is present
- (2) A quorum is three members entitled to vote upon the business to be conducted at the meeting provided that the Forestry Commission and Northumbrian Water Limited are present
- (3) Only one authorised representative of a member shall, if present, be counted in the quorum
- 12 (1) If
- (a) a quorum is not present within half an hour from the time appointed for the meeting, or
- (b) during a 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 with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting

- 13 (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
- 14 (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 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 the meeting
- 15 (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 half 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 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
- 16 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
- 17 A resolution in writing signed by the authorised representative of each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members

VOTES OF MEMBERS

- 18 (1) Subject to Articles 16, 18(2) and 19, every member shall have one vote. For the avoidance of doubt, affiliated organisations shall not be entitled to 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
- 19 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

REPRESENTATIVES OF MEMBERS AND AFFILIATED ORGANISATIONS

- 20 (1) Each member's appointed Directors shall represent that member at general meetings of the Charity (but each member shall only have one vote)
- (2) An affiliated organisation may nominate any person to act as its representative at any general meeting of the Charity
- (3) Each affiliated 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 and may continue to represent the organisation until written notice to the contrary is received by the Charity
- (4) 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

APPOINTMENT OF DIRECTORS

- 21 (1) Other than co-opted Directors, the only Directors will be those appointed by the members in accordance with Article 23
- (2) A Director must be a natural person aged 18 years or older
- (3) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 27
- 22 The number of Directors shall be a minimum of three and a maximum of twenty

- 23 The first Directors shall be the appointees of the founding members. Each member (including the founding members) shall be entitled to appoint two Directors and to remove and replace such Directors from time to time.
- 24 The Directors may from time to time by unanimous agreement co-opt as a director any person willing so to act (for such term as the Directors shall think fit). Co-opted directors may serve for up to one year, after which time they shall cease to hold office. Such directors may serve for further one-year terms by the unanimous agreement of the Directors.
- 25 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

- 26 (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, these Articles or any special resolution.
- (2) No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (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.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 27 A Director shall cease to hold office if he or she
- (1) ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,
- (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),
- (3) was appointed by an organisation which ceases to be a member of the Charity,
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
- (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 nine consecutive months and the Directors resolve that his or her office be vacated, or
- (7) in the case of a Director appointed by a member, the member gives notice in writing to the Charity that it wishes to remove or replace such Director, or
- (8) in the case of a co-opted Director, the Directors resolve to remove or replace such Director.

DIRECTORS' REMUNERATION

- 28 The Directors must not be paid any remuneration unless it is authorised by Article 4.

PROCEEDINGS OF DIRECTORS

- 29 (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of these Articles
- (2) Any Director may call a meeting of the Directors. Duly appointed representatives of affiliated organisations may attend such meetings but shall not count in the quorum and shall not be entitled to vote
- (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
- 30 (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 one third of the Directors provided that at least one Director nominated by each of the Forestry Commission and Northumbrian Water Limited is present
- (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
- 31 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
- 32 (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such 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 that 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
- 33 (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

- 34 (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,
 - 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
- 35 A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict 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)
- 36 (1) Subject to Article 36(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,
 - who had previously retired or who had been obliged by the constitution to vacate office,
 - 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) Article 36(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 Directors if, but for Articles 39(1), the resolution would have been void, or if the Director has not complied with Article 38

SEAL

- 37 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

- 38 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 the Directors present at the meeting,

- the decisions made at the meetings, and
- where appropriate the reasons for the decisions

ACCOUNTS

- 39 (1) The Directors must prepare for each financial year accounts as required by the Companies Acts
- (2) The Directors must keep accounting records as required by the Companies Acts

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 40 (1) The Directors must comply with the requirements of the Charities Act 1993 with regard 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,
 - (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
- 41 Any notice to be given to or by any person pursuant to these Articles
- (1) must be in writing, or
 - (2) must be given using electronic communications
- 42 (1) The Charity may give any 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
- 43 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
- 44 (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) the case of an electronic communication, 48 hours after it was sent

INDEMNITY

- 45 The Charity may indemnify any Director against any liability incurred by him or her in that capacity, to the extent permitted by the Companies Acts

RULES

- 46 (1) The Directors may from time to time make such reasonable and proper rules or by laws as they may deem necessary or expedient for the proper conduct and management of the Charity
- (2) The by laws may regulate the following matters but are not restricted to them
- (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers,
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,
 - (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by these Articles,
 - (e) generally, all such matters as are commonly the subject matter of company rules
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or by laws
- (4) The Directors must adopt such means as they think sufficient to bring the rules and by laws to the notice of members of the Charity
- (5) The rules or by laws, shall be binding on all members of the Charity. No rule or by law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles