

COMPANY NO: 07425930

COMPANIES ACT 2006

**ARTICLES OF ASSOCIATION
OF
HIRE A HERO**

**CHARITABLE COMPANY LIMITED
BY GUARANTEE WITHOUT A
SHARE CAPITAL**

**INCORPORATED
THE 1ST DAY OF NOVEMBER 2010**

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COMPANIES HOUSE

Articles of Association of a Charitable Company Limited by Guarantee without a Share Capital

1 Charity Name

The Charity's name is Hire A Hero (and in this Document it is called the **Charity**)

2 Interpretation

2.1 In the Articles unless the context requires otherwise

Address: means a postal address or, for the purposes of electronic communication, a fax number, an email address or a telephone number for receiving text messages in each case registered with the Charity,

Articles: means the Articles of Association,

Charity: means the company regulated by these Articles,

Charities Act: means the Charities Act 1993 (as amended by the Charities Act 2006);

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;

Commission: means the Charity Commission for England and Wales,

Companies Act: means the Companies Act 2006;

Connected Person: means

- (a) a child, parent, grandchild, grandparent, brother or sister of the Director,
- (b) the spouse or civil partner of the Director or of any person falling within paragraph (a) above,
- (c) a person carrying on business in partnership with the Director or with any person falling within paragraph (a) or (b) above,
- (d) an institution which is controlled:
 - (i) by the Director or any Connected Person falling within paragraph (a), (b), or (c) above, or
 - (ii) by two or more persons falling within sub-paragraph (a), when taken together
- (e) a body corporate in which
 - (i) the Director or any Connected Person falling within paragraphs (a) to (c) has a substantial interest, or
 - (ii) two or more persons falling within sub-paragraph (i) who, when taken together, have a substantial interest



Directors: means the directors of the Charity The directors are Charity trustees as defined by section 97 of the Charities Act,

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

Electronic Form: has the meaning given in section 1168 of the Companies Act,

Member: means a member of the Charity,

Officers: includes the Directors and the Secretary (if any),

Seal: means the common seal of the Charity if it has one,

Secretary: means any person appointed to perform the duties of the secretary of the Charity, and

the United Kingdom: means Great Britain and Northern Ireland,

- 2 2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa
- 2 3 Unless the context otherwise requires, words or expressions contained in these Articles have the same meaning as in the Companies Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity
- 2 4 Apart from the exception mentioned in Article 2 3, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force
- 2.5 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
- 2 6 The Model Articles for private companies limited by guarantee (contained in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 2009/3229) as amended prior to the date of adoption of these Articles) shall not apply to the Charity

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
- (a) payment of the debts and liabilities incurred 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

4 Objects

- 4.1 The Charity's objects (**Objects**) are specifically restricted to the following
- (a) the relief of unemployment and financial hardship for the benefit of ex-service personnel and their dependants and in particular by



- (i) providing assistance to find employment,
 - (ii) providing funding for meaningful vocational training, transitional advice and support,
 - (iii) encouraging UK businesses to hire ex-service personnel and promoting the skills available from such personnel,
 - (iv) helping UK businesses to create employment opportunities for ex-service personnel seeking work, and
 - (v) promoting the development of a formal mechanism by which the skills and experience gained in the armed forces are recognised and valued by civilian employers, and
- (b) the provision of education for the benefit of ex-service personnel and in particular by
- (i) enhancing the resettlement programmes available from time to time so that ex-service personnel are more adequately prepared and supported when re-integrating into their local community, and
 - (ii) raising awareness of and signposting the service and ex-service organisations within the community and particularly amongst local businesses, ensuring a more cohesive and structured support network for ex-service personnel and their families during the transitional process

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

- (a) to raise funds and to invite and receive contributions, donations and legacies provided that in doing so, the Charity shall not undertake any substantial taxable permanent trading activity (other than primary purpose trading) and must comply with any relevant statutory regulations,
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- (c) 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,
- (d) 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 38 and 39 of the Charities Act, if it wishes to mortgage land,
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,



- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity,
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (i) 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 6 and provided it complies with the conditions in that Article,
- (j) 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,

- (k) to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 73F of the Charities Act, and
- (l) 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

6 Application of Income and Property

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects
- 6.2 A Director
 - (a) 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) may benefit from trustee indemnity insurance cover purchased at the Charity's reasonable expense in accordance with, and subject to the conditions in, section 73F of the Charities Act,
 - (c) may receive an indemnity from the Charity in the circumstances specified in Article 31
- 6.3 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.
- 6.4 No Director or Connected Person may buy goods or services from the Charity on terms preferential to those applicable to other members of the public, or sell goods or services to the Charity or receive remuneration or any other financial benefit (whether direct or indirect and whether or not it has a monetary value) from the Charity



6 5 In Articles 6 2, 6 3 and 6 4, references to "the Charity" shall include any company in which the Charity

- (a) holds more than 50% of the shares or voting rights of its Members, or
- (b) controls more than 50% of the voting rights attached to the shares or membership rights, or
- (c) has the right to appoint one or more Directors to the board of the company

7 Members

7 1 The subscribers to the Memorandum of Association of the Charity are the first Members of the Charity

7 2 Membership is open to other individuals or organisations who

- (a) apply to the Charity in the form required by the Directors, and
- (b) are approved by the Directors

7.3 Each Member shall be a Director of the Charity

7.4 Membership is not transferable

7 5 The Directors must keep a register of names and Addresses of the Members

8 Termination of Membership

8 1 Membership is terminated if

- (a) the Member ceases to be a Director,
- (b) the Member dies or, if it is an organisation, ceases to exist,
- (c) the Member resigns by written notice to the Charity unless, after the resignation, there would be less than 2 Members;
- (d) any sum due from the Member to the Charity is not paid in full within 6 months of it falling due,
- (e) the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his membership is terminated A resolution to remove a Member from membership may only be passed if
 - (i) the Member has been given at least 21 days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed,
 - (ii) 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



9 General Meetings

- 9.1 The Charity must hold its first annual general meeting within 18 months after the date of its incorporation
- 9.2 An annual general meeting must be held in each subsequent year and not more than 15 months may elapse between successive annual general meetings
- 9.3 The Directors may call a general meeting, at any time

10 Notice of General Meetings

- 10.1 The minimum periods of notice required to hold a general meeting of the Charity are
- (a) 21 Clear Days for an annual general meeting or a general meeting called for the passing of a special resolution,
 - (b) 14 Clear Days for all other general meetings
- 10.2 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, being a majority who together hold not less than 90 per cent of the total voting rights
- 10.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act and Article 18
- 10.4 The notice must be given to all the Members and to the auditors
- 10.5 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

11 Proceedings at General Meetings

- 11.1 No business shall be transacted at any general meeting unless a quorum is present.
- 11.2 A quorum is the number equal to half of the total number of Members at the time of the meeting (rounded up) plus one (or such larger number as may be decided from time to time by the Members)
- 11.3 The proxy or authorised representative of a Member organisation shall be counted in the quorum
- 11.4 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.



- 11 5 The Directors must reconvene the meeting and must give at least 7 Clear Days' notice of the reconvened meeting stating the date, time and place of the meeting
- 11 6 If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting
- 11 7 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors. If there is no such person or he is not present within 15 minutes of the time appointed for the meeting another Member shall chair the meeting
- 11.8 The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- 11 9 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
- 11 10 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
- 11 11 If a meeting is adjourned by a resolution of the Members for more than 7 days, at least 7 Clear Days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting
- 11 12 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 by
- (a) the person chairing the meeting, or
 - (b) at least two Members present in person or by proxy and having the right to vote at the meeting, or
 - (c) a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting
- 11.13 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
- 11 14 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
- 11 15 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.
- 11 16 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
- 11 17 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
- 11.18 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded



- 11 19 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
- 11 20 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
- 11 21 The poll must be taken within 30 days after it has been demanded
- 11 22 If the poll is not taken immediately at least 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken
- 11 23 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting
- 11 24 The person who is chairing the meeting may permit other persons who are not:
- (a) Members, or
 - (b) otherwise entitled to exercise the rights of Members in relation to general meetings,

to attend and speak at a general meeting

12 Content of Proxy Notices

- 12.1 Proxies may only validly be appointed by a notice in writing (**Proxy Notice**) which
- (a) states the name and Address of the Member appointing the proxy,
 - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine, and
 - (d) is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 12 2 The Charity may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 12 3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 12 4 Unless a Proxy Notice indicates otherwise, it must be treated as
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of Proxy Notices

- 12 5 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any



adjournment of it, even though a valid Proxy Notice has been delivered to the Charity by or on behalf of that person

- 12 6 An appointment under a Proxy Notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given
- 12 7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 12 8 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf

13 Written Resolutions

- 13 1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that
- (a) a copy of the proposed resolution has been sent to every eligible Member,
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution, and
 - (c) it is contained in an authenticated Document which has been received at the registered office within the period of 28 days beginning with the circulation date
- 13 2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement
- 13 3 In the case of a Member that is an organisation, its authorised representative may signify its agreement

14 Votes of Members

- 14 1 Every Member, whether an individual or an organisation, shall have one vote
- 14 2 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
- 14 3 Any organisation that is a Member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- 14.4 The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the Organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the Organisation until written notice to the contrary is received by the Charity
- 14 5 Any notice given to the Charity will be conclusive evidence that the representative 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 representative has been properly appointed by the organisation



15 Directors

- 15 1 A Director must be a natural person aged 16 years or older
- 15 2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 19
- 15 3 The number of Directors shall be not less than 4 and (unless otherwise determined by ordinary resolution) shall not exceed 7
- 15 4 The first Directors shall be those persons notified to Companies House as the first Directors of the Charity
- 15 5 A Director may not appoint an alternate Director or anyone to act on his behalf at meetings of the Directors

16 Powers of Directors

- 16 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 Act, the Articles or any special resolution
- 16 2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors
- 16 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

17 Retirement of Directors

- 17 1 At each annual general meeting one third of those Directors who have been in office for at least 3 years must retire from office. The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 17 2 If a Director is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting
- 17.3 The Charity may by ordinary resolution determine the rotation in which any additional Directors are to retire

18 Appointment of Directors

- 18 1 Subject to Article 18 2, any person who is willing to act as a Director and is permitted by law to do so, may be appointed to be a Director
 - (a) by ordinary resolution, or
 - (b) by a decision of the Directors
- 18 2 No person who is not a Member shall be eligible to hold office as a Director
- 18 3 No person may be appointed a Director at any general meeting unless.
 - (a) he is recommended for election/re-election by the Directors, or



- (b) the Charity has received notification which
 - (i) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House, and
 - (ii) is signed by the person who is to be proposed to show his willingness to be appointed.

18 4 The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors

19 Disqualification and Removal of Directors

19 1 A Director shall cease to hold office if he

- (a) ceases to be a Director by virtue of any provision in the Companies Act or is prohibited by law from being a Director,
- (b) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act (or any statutory re-enactment or modification of that provision);
- (c) ceases to be a Member of the Charity,
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
- (e) resigns as a Director by notice to the Charity (but only if at least 2 Directors will remain in office when the notice of resignation is to take effect), or
- (f) is absent without the permission of the Directors from all their meetings held within a period of 6 consecutive months and the Directors resolve that his or her office be vacated.

20 Remuneration of Directors

The Directors must not be paid any remuneration unless it is authorised by Article 6

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 decided 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 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.



- 21 7 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 (and 'present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants)
- 21 8 The quorum shall be the number equal to half the total number of Directors at the time of the meeting (rounded up), or such larger number as may be decided from time to time by the Directors
- 21 9 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 10 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 11 The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- 21 12 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 10 minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting
- 21.13 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the Articles or delegated to him by the Directors
- 21 14 A resolution in writing or in Electronic Form agreed by all of the Directors entitled to receive notice of a meeting 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 duly convened and held
- 21 15 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
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate,
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors, or
 - (c) that the committee may permit or shall permit persons who are not Directors to attend and speak at committee meetings)
- 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 Declaration of Directors' Interests

A 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 transaction or arrangement entered into by the Charity which has not previously been declared. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)

24 Conflicts of Interests

24 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 these Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply

- (a) 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,
- (b) 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
- (c) the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

24 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

25 Validity of Directors' Decisions

25 1 Subject to Article 25 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

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office,
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without

- (i) the vote of that Director, and
- (ii) that Director being counted in the quorum;

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

25 2 Article 25 1 does not permit a Director or a Connected Person to keep any benefit that may be conferred upon him by a resolution of the Directors or of a committee of Directors if, but for Article 25 1 the resolution would have been void, or if the Director has not complied with Article 23



26 Seal

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.

27 Minutes

27.1 The Directors must keep minutes for at least 10 years of all

- (a) appointments of Officers made by the Directors,
- (b) proceedings at meetings of the Charity;
- (c) meetings of the Directors and committees of Directors including
 - (i) the names of the Directors present at the meeting,
 - (ii) the decisions made at the meetings, and
 - (iii) where appropriate the reasons for the decisions

28 Accounts

28.1 The Directors must prepare for each financial year accounts as required by the Companies Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

28.2 The Directors must keep accounting records as required by the Companies Act.

29 Annual Report and Return and Register of Charities

29.1 The Directors must comply with the requirements of the Charities Act with regard to the

- (a) transmission of the statements of account to the Charity,
- (b) preparation of an Annual Report and its transmission to the Commission,
- (c) preparation of an Annual Return and its transmission to the Commission

29.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

30 Means of Communication to be Used

30.1 Subject to these Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

30.2 Subject to these 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.



- 30 3 Any notice to be given to or by any person pursuant to these Articles
- (a) must be in writing, or
 - (b) must be given in Electronic Form
- 30 4 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 Address, or
 - (c) by leaving it at the Address of the Member, or
 - (d) by giving it in Electronic Form to the Member's Address
- 30 5 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
- 30 6 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
- 30 7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- 30 8 Proof that an Electronic Form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act.
- 30 9 In accordance with section 1147 of the Companies Act notice shall be deemed to be given
- (a) 48 hours after the envelope containing it was posted, or
 - (b) in the case of an Electronic Form of communication, 48 hours after it was sent

31 Indemnity

- 31 1 The Charity shall indemnify any Director against any liability incurred by him in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act
- 31 2 In this Article a "Director" means any Director or former Director of the Charity
- 31 3 The Charity may indemnify an auditor against any liability incurred by him
- (a) in defending proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted; or
 - (b) in connection with an application under section 1157 of the Companies Act (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him by the Court



32 Rules

- 32 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
- 32 2 The bye laws may regulate the following matters but are not restricted to them
- (a) the conduct of Members in relation to one another, and to the Charity's employees and volunteers,
 - (b) 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,
 - (c) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Act or by these Articles,
 - (d) generally, all such matters as are commonly the subject matter of company rules
- 32 3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 32 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
- 32 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, these Articles

33 Dissolution

- 33 1 The Members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- 33 2 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 33 1 is passed by the Members the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission

