

*Company Number: 7623914*  
*Charity Number: 1150422*

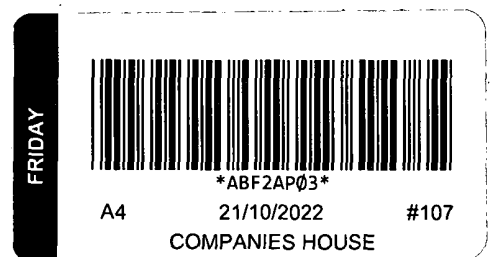
**THE COMPANIES ACT 2006**

**A PRIVATE  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM AND ARTICLES OF ASSOCIATION OF**

**ACE – Action In Caerau And Ely**

*Incorporated the 5<sup>th</sup> May 2011*  
*Amended 8th November 2014*  
*Amended 20<sup>th</sup> August 2018*  
*Amended 27<sup>th</sup> July 2022*



**THE COMPANIES ACT 2006**

A PRIVATE  
COMPANY LIMITED BY GUARANTEE AND  
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MEMORANDUM OF ASSOCIATION OF

ACE – Action In Caerau And Ely

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each subscriber

Authentication by each subscriber

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Date 

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

**ARTICLES OF ASSOCIATION OF**

**ACE – Action In Caerau And Ely**

**1. PRELIMINARY**

The Company shall be bound by the regulations contained in the Companies (Model Articles) Regulations 2008 schedule 2 except where modified by these Articles. In the case of any variation or inconsistency between these Articles and the Model Articles, these Articles shall prevail.

**2. INTERPRETATION**

In these Articles:-

- "the Act" means the Companies Act 2006 including any statutory amendments or re-enactment thereof for the time in force.
- "the area" means Wales
- "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect.
- "Employee" means a person who is employed by the Company (whether full or part time) including a director of the Company
- "executed" includes any mode of execution.
- "the secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
- "meeting" includes, except where inconsistent with any legal obligation:
  - a physical meeting, and
  - a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles became binding on the Company.

**3. OBJECTS OF THE COMPANY**

3.1. The objects of the Company shall be:

- a) To develop the capacity and skills of the members of the socially and economically disadvantaged communities of Cardiff in such a way that they are better able to identify, and help meet, their needs and to participate more fully in society
- b) The promotion for the public benefit of urban regeneration in areas of social and economic deprivation in the area of Cardiff by all or any of the following means:

- i. the relief of poverty in such ways as may be thought fit;
  - ii. the relief of unemployment in such ways as may be thought fit, including assistance to find employment;
  - iii. the advancement of education, training or retraining, particularly among unemployed people, and providing unemployed people with work experience;
  - iv. The advancement of education in and appreciation of the arts, heritage culture and creative activities;
  - v. the provision of financial assistance, technical assistance, or business advice or consultancy in order to provide training and employment opportunities for unemployed people in cases of financial or other charitable need through help in setting up their own business,
  - vi. the creation of training and employment opportunities by the provision of workspace, buildings and/or land for use on favourable terms;
  - vii. the maintenance, improvement or provision of public amenities;
  - viii. the provision or assistance in the provision of recreational facilities for the public at large and/ or those who, by reasons of their youth, age, infirmity or disablement, poverty or social and economic circumstances, have need of such facilities;
  - ix. the provision of public health facilities and childcare;
  - x. such other means as may from time to time be determined subject to the prior consent of the Charity Commissioners for England and Wales.
- c) The relief of financial hardship among people living or working in Cardiff, South Wales by providing such persons with goods/services which they could not otherwise afford through lack of means.

#### **4. ASSETS OF THE COMPANY**

- 4.1. The income and property of the Company shall be applied solely towards the promotion of the Objects.
- 4.2. A Director may pay out of, or be reimbursed from, the property of the Company reasonable expenses properly incurred by him or her when acting on behalf of the Company.
- 4.3. None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company. This does not prevent:
- a) a member who is not also a Director from receiving reasonable and proper remuneration for any goods or services supplied to the Company;
  - b) a Director from:
    - xi. buying goods or services from the Company upon the same terms as other members or members of the public;
    - xii. receiving a benefit from the Company in the capacity of a beneficiary of the Company, provided that the Directors comply with the provisions of sub clause (4.6) of this clause, or as a member of the Company and upon the same terms as other members;
  - c) the purchase of indemnity insurance for the Directors against any liability that by virtue of any rule of law would otherwise attach to a Director or other officer in

respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Company but excluding:

- 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 Company that result from conduct that the Director or other officer knew or ought to have known was not in the best interests of the Company or in respect of which the person concerned did not care whether that conduct was in the best interests of the Company or not.

4.4. No Director may be paid or receive any other benefit for being a Director.

4.5. A Director may:

- a) sell goods, services or any interest in land to the Company;
  - b) be employed by or receive any remuneration from the Company;
  - c) receive any other financial benefit from the Company,
- if :
- d) he or she is not prevented from so doing by Article 4.4 of this Article 4; and
  - e) the benefit is permitted by Article 4.3 of this Article 4; or
  - f) the benefit is authorised by the Directors in accordance with the conditions in sub-Article 4.6 of this clause.

4.6. If it is proposed that a Director should receive a benefit from the Company that is not already permitted under Article 4.3 of this Article, he or she must:

- a) declare his or her interest in the proposal;
- b) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
- c) not be counted in determining whether the meeting is quorate;
- d) not vote on the proposal.

4.7. In cases covered by Article 4.5 of this Article 4.7, those Directors who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Company to contract with or employ that Director rather than with someone who is not a Director and they must record the reason for their decision in the minutes. In reaching that decision the Directors must balance the advantage of contracting with or employing a Director against the disadvantage of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).

4.8. The Directors may only authorise a transaction falling within Article 4.5(a)–(c) of this clause if the Director body comprises a majority of Directors who have not received any such benefit.

4.9. If the Directors fail to follow this procedure, the resolution to confer a benefit upon the Director will be void and the Director must repay to the Company the value of any benefit received by the Director from the Company.

- 4.10. 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 Company and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- 4.11. In this Article 4.4, "Director" shall include any person firm or company connected with the Director.

## **5. MEMBERSHIP**

- 5.1. The first members of the Company shall be the Subscribers to the Memorandum of Association.
- 5.2. The Board of Directors may admit to membership:
- a) any person who has attained the age of eighteen years and who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability; or
  - b) any society, company, local authority or unincorporated association which is in agreement with the objects of the Company;  
provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 6.
- 5.3. A member which is a corporate body or association shall by resolution of its governing body appoint a deputy, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the body corporate or association would exercise if it were an individual person.
- 5.4. Every application for membership shall be considered by the Board of Directors at its first meeting after the application was made or as soon afterwards as is practicable. Any applicant who is refused admission to membership may require that the question of their application be considered by the next General Meeting of the Company whose decision on the matter shall be final. When refusing any application for membership, the Board of Directors shall ensure that the applicant is aware of their right of appeal under the provisions of this Article.
- 5.5. Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of the membership subscription. The Board of Directors will from time to time set the membership subscription rate for each class of membership. No applicant shall be entered in the Register of Members until such subscription has been received by the Company, unless the Board decides to waive the subscription in any particular case.

## **6. CATEGORIES OF MEMBERSHIP**

- 6.1. Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Board of Directors:

- a) Community Members shall be members who live, work or have interest within the community of Ely and Caerau and support the aims and objectives of the Company
- b) Corporate Members shall be members admitted under Article 5.2(b)

## **7. REGISTER OF MEMBERS**

- 7.1. The Company shall keep a Register of Members containing the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the register of members. Members shall inform the Secretary of change of address.

## **8. CESSATION OF MEMBERSHIP**

- 8.1. A member shall cease to be a member immediately that he/she or it:
- a) ceases to fulfil any of the qualifications for membership as specified by Article 5.2 and Article 6.1; or
  - b) resigns in writing to the Secretary and the resignation is accepted by the Board of Directors; or
  - c) is expelled by a Special Resolution carried in accordance with Article 11.6 at an Extraordinary General Meeting called to consider the matter; or
  - d) dies, if an individual person; or
  - e) is wound up or goes into liquidation, if a corporate body or association; or
  - f) being an Employee ceases to be an Employee however that may occur.
- 8.2. The rights and privileges of a member shall not be transferable or transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.

## **9. GENERAL MEETINGS**

- 9.1. The Company shall in each calendar year hold an Annual General Meeting and shall specify the meeting as such in the notices calling it.
- 9.2. The business of an Annual General Meeting shall include:
- a) The receipt of the reports of the Chairperson and Board of Directors of the Company;
  - b) the consideration of audited accounts (if any) presented by the Board of Directors;
  - c) the election of the Board of Directors;
  - d) a decision on the application of any profits;
  - e) the appointment and the fixing of the remuneration of the Auditors (if any).

All other business transacted at an Annual General Meeting shall be deemed Special.

- 9.3. Ordinary General Meetings of the Company shall be held at annual intervals. But the Company in General Meeting may decide to hold a General Meeting more or less frequently.
- 9.4. The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting of the Company, or the members may convene an Extraordinary General Meeting as provided by section 303 of the Act.

## **10. NOTICES**

- 10.1. An Annual General Meeting and a meeting called for the passing of a special resolution as described in Article 11.6 shall be called by giving at least twenty-one clear days' notice. Any other General Meeting shall be called by giving at least fourteen clear days' notice. Meetings may be called at shorter notice if the consents under the Act are obtained.
- 10.2. Notice of every General Meeting shall be given in writing to every member of the Company and to the Auditors (if any) and shall be given personally or by sending it by post or electronic communication to them or their registered office or any address given by them for this purpose within the United Kingdom.
- 10.3. The Notice shall specify the place and exact time of the meeting and the general nature of the business to be dealt with. In the case of an Annual General Meeting notice shall specify the meeting as such and in the case of an Extraordinary General Meeting the exact nature of the business to be raised at the meeting shall be specified.
- 10.4. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and to have been effected at the expiration of forty-eight hours after notice has been posted. Notices may be sent by electronic communication, in accordance with the Act.
- 10.5. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings at that meeting.

## **11. PROCEEDINGS AT GENERAL MEETINGS**

- 11.1. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
- 11.2. No business shall be transacted at a General Meeting unless a quorum of members is present in person or by proxy. 15 members who are entitled to vote for the time being shall be the quorum.
- 11.3. If within half an hour from the time appointed for the meeting a quorum is not present or if at any time during the meeting members shall leave such that a quorum is no longer present the meeting shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- 11.4. The Chairperson or in their absence some other Director nominated by the Directors shall preside as Chair of the meeting, but if neither the Chairperson nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be Chairperson.
- 11.5. The Chairperson may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to



place but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice.

11.6. Decisions at General Meetings shall be made by passing resolutions:

- a) Decisions involving an alteration to Articles 18, 21, and 24 and this Article 11.6(a) shall require the unanimous vote of all the members of the Company at an Extraordinary General Meeting testified by their signatures.
- b) The decisions involving an alteration to the Articles of Association, other than those specified and other decisions so required from time to time by statute and by these Articles shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than three-fourths of the members of the Company present and voting at an Extraordinary General Meeting.
- c) All other decisions shall be made by ordinary resolution requiring a simple majority, save where the Articles of Association or the Act (or any other statute or regulation) require otherwise.

11.7. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other suitable signal unless a poll, is, before or upon the declaration of the result of the show of hands or other suitable signal, demanded by:

- a) the Chairperson, or
- b) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

11.8. Unless a poll be so demanded a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

11.9. If a poll is duly demanded it shall be taken in such a manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. A poll may be organised by way of a ballot or postal ballot by the Board of Directors who shall send out notice of the ballot with the Notice of the General Meeting.

11.10. Votes may be given personally or by proxy appointed by the member.

11.11. Each member or proxy shall have one vote. A proxy has a right to speak at a General Meeting. In the case of an equality of votes the Chair shall not have a second or casting vote.

11.12. Written resolutions of the members, passed in accordance with the Act, shall be as effective as resolutions passed at a General Meeting.

## 12. BOARD OF DIRECTORS

- 12.1. The business of the Company shall be managed by a Board of Directors which shall be accountable to the members. The initial Directors of the Company shall be appointed by the subscribers to the Memorandum of Association, and shall serve for 2 years. At the first Annual General Meeting following this period one third of the Directors shall retire and may offer themselves for re-election.
- 12.2. One Third of the Board of Directors, being those directors longest in office since their last election, will be elected annually by the members at the Annual General Meeting of the Company. Retiring members shall be eligible for re-election without further nomination. If there is a choice between retiring directors of equal service it shall be made by drawing lots.
- 12.3. There shall be two classes of director:
  - a) Community Directors, who shall be directors appointed under the terms of Article 12.6.
  - b) the Employee Director, who shall be a director nominated annually by paid employees of the company to serve from the end of one annual general meeting until the closure of the next.
- 12.4. The numbers of directors:
  - a) Unless otherwise determined by the Company in General Meeting the number of Community Directors shall be not less than 7 and not more than 12.
  - b) There shall be no more than one Employee Director.
  - c) All Community Directors and the Employee Director shall be entitled to vote at meetings of the Board and shall be counted in calculations of the quorum for meetings, unless excluded under Article 4.6.
- 12.5. The appointment of Community Directors:
  - a) Invitations for nominations for the position of Director will be sent to all members with the notice of the Annual General Meeting. Completed nominations will be accepted up to seven days before the date of the meeting. All nominations require the signature of the nominated person and the signature of a proposer and seconder all of which shall be members of the Company.
  - b) The Directors may at any time co-opt any person to the Board of Directors to act as a Community Director whether or not they are a member of the Company, provided that the maximum number prescribed in Article 12.5 a) is not exceeded and that no more than three such co-options shall be made between one Annual General Meeting and the next. All persons so co-opted shall retire at the Annual General Meeting following their co-option but shall be eligible to be re-appointed thereafter.
- 12.6. At the first meeting of the directors after each Annual General Meeting the directors shall appoint one of their number to the position of Chair. The Chair will serve until the directors meeting following the next Annual General Meeting.

### **13. PROCEEDINGS OF THE BOARD OF DIRECTORS**

- 13.1. The Board of Directors may meet together for business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a majority of votes. Directors may hold meetings by video conference, or internet video, or by hybrid video and in-person meetings, provided that at least one meeting of the directors each year is held fully in person.
- 13.2. In the case of an equality of votes the Chairperson shall have a second or casting vote.
- 13.3. A Director may, and the Secretary shall on the instruction of the Board of Directors, summon a meeting of the Board of Directors at any reasonable time. A meeting of the Board of Directors may be held either in person or by suitable electronic means agreed by the Directors in which all Directors may communicate with all other Directors.
- 13.4. The quorum necessary for the transaction of business of the Board of Directors shall be 5 directors.
- 13.5. If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in Article 13.4, it may act as the Board of Directors for the purpose of filling up vacancies in their body or summoning a General Meeting of the Company, but no other purpose.
- 13.6. The Chairperson or in their absence some other director nominated by the Board of Directors shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Board of Directors shall elect one of their number to be Chairperson.
- 13.7. The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Board of Directors and any sub-committees and of all business transacted at such meetings. All such minutes shall be open to inspection by any member of the Company during the Company's normal working hours and by any other person authorised by the Company in General Meeting.
- 13.8. A resolution in writing signed by all Directors for the time being who are entitled to vote shall be valid and have the same effect as if it had been passed at a meeting of the Board of Directors and may consist of several documents in like form signed by one or more Directors.

### **14. POWERS OF THE BOARD OF DIRECTORS**

- 14.1. The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as may be exercised and done by the Company and as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting.
- 14.2. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.

- 14.3. The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 14.4. The Board of Directors may buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- 14.5. The Board of Directors may delegate any of its powers to sub-committees consisting of such members of the Company as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors.
- 14.6. The Directors of the Company, will appoint two named Directors or a Director and the Secretary to sign on behalf of the Company any legal documents including leases where signatures are required in the execution of the Company's powers.

## **15. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 15.1. The office of a director shall be immediately vacated if he/she:
  - a) ceases to be a Director by virtue of any provision of the Act or become prohibited by law from being a Director; or
  - b) becomes bankrupt or make any arrangement or composition with their creditors generally; or
  - c) is, or may be, suffering from mental disorder and either;
    - i. is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or
    - ii. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or
  - d) resigns their office by notice to the Company; or
  - e) shall for more than four consecutive meetings have been absent without permission of the Board of Directors from meetings of Directors held during that period and the Directors resolve that his/her office be vacated; or
  - f) is removed from office by resolution of the Company in General Meeting in accordance with Section 168 of the Act.

## **16. SECRETARY AND OTHER EXECUTIVE OFFICERS**

- 16.1. Subject to the provisions of the Act, the secretary and other executive officers shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary or executive officer so appointed may be removed by them.

## **17. ACCOUNTS**

- 17.1. The Board of Directors shall cause proper books of account to be kept with respect to:

- a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
- b) All sales and purchases of goods and/or services by the Company, and
- c) The assets and liabilities of the Company.

17.2. Proper books shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

17.3. The books of account shall be kept at the registered office of the Company or at such other places as the Board of Directors think fit, and shall always be open to the inspection of all members of the Company upon approval of the Board of Directors during normal working hours and by such other persons authorised by the Company in General Meeting.

17.4. The Board of Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required by statute.

## **18. APPLICATION OF SURPLUS**

18.1. The surplus funds of the Company shall be applied in the following ways, in such proportions and in such a manner as may be recommended by the Board of Directors and approved at the Annual General Meeting:

- a) to create a general reserve for the continuation and development of the Company;
- b) to make a payment for social and charitable purposes.

## **19. RULES OR BYE LAWS**

19.1. The Board of Directors may from time to time make such Rules or Bye Laws as they may deem necessary for the proper conduct and management of the Company. The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board of Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Articles of the Company.

## **20. INDEMNITY**

20.1. Every member, Director, Company Secretary, auditor (if any) and other officer for the time being of the Company may be indemnified out of the assets of the Company against any losses or liabilities incurred by him/her in or about the execution or discharge of the duties of her/his office subject to the provisions of the Act, except to the extent that such losses or liabilities shall be attributable to:

- a) fraud or other matters in respect of which the member concerned shall be, convicted of a criminal offence; or
- b) negligence; or
- c) actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

## **21. DISSOLUTION**

- 21.1. If the members resolve to dissolve the Company the Directors will remain in office as Company Directors and be responsible for winding up the affairs of the Company in accordance with this clause.
- 21.2. The Directors must collect in all the assets of the Company and must pay or make provision for all the liabilities of the Company.
- 21.3. The Directors must apply any remaining property or money:
- a) directly for the Objects;
  - b) by transfer to any Charity or charities for purposes the same as or similar to the Company;
  - c) in such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.
- 21.4. The members may pass a resolution before or at the same time as the resolution to dissolve the Company specifying the manner in which the Directors are to apply the remaining property or assets of the Company and the Directors must comply with the resolution if it is consistent with paragraphs (a)–(c) inclusive in sub-clause (21.3) above.
- 21.5. In no circumstances shall the net assets of the Company be paid to or distributed among the members or Directors of the Company (except to a member that is itself a Charity).
- 21.6. The Directors must notify the Companies House/Commission promptly that the Company has been dissolved. If the Directors are obliged to send the Company's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Companies House/Commission the Company's final accounts.

## **22. AMENDMENT TO ARTICLES**

- 22.1. The provisions of these Articles of Association may only be amended by a Special Resolution passed in accordance with Article 11.6 except those otherwise specified. All amendments shall be registered with the Registrar of Companies.

## **23. LIMITED LIABILITY**

- 23.1. The liability of the members is limited.
- 23.2. Every member of the Company promises to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Company whilst they were a member, in the event of the same being wound up while they are a member or within one year after they cease to be a member.

## **24. ENTRENCHMENT**

- 24.1. Articles in the Articles of Association except for 11.6(a), 18, 21, and this Article 24 may be altered by Special Resolution which is hereby defined as one passed by a majority of

not less than three-fourths of the membership voting in person at an Extraordinary General Meeting. Articles 11.6(a), 18, 21, and this Article 24 are entrenched in accordance with section 22 of the Act and may be altered only with the unanimous consent of the members.

Articles as amended on the 27th July 2022