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COMPANIES HOUSE

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THE COMPANIES ACT 2006

ARTICLES OF ASSOCIATION

of

CHALLENGE-X LIMITED

COMPANY LIMITED BY GUARANTEE

As amended by special resolution dated 15 December 2011

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES of ASSOCIATION
Of
CHALLENGE-X LIMITED

Part 1

Name, Interpretation and Limitation of Liability

1 Name

The name of the company is Challenge-X Limited

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 or postal address or a telephone number for receiving text messages, in each case registered with the Charity.
“articles”	means the Charity’s articles of association
“bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.
“chairman”	has the meaning given in article 27.
“the Charity”	means the company intended to be regulated by these articles
“the Commission”	means the Charity Commission for England and Wales.
“Companies Act”	means the Companies Act 2006 insofar as it applies to the Charity
“connected person”	has the meaning given to it in Schedule 5 to the Charities Act 1993.
“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
“Objects”	means the objects of the Charity set out in article 4

“ordinary resolution”	has the meaning given in section 282 of the Companies Act
“participate”	in relation to a Trustees' meeting, has the meaning given in article 25.
“proxy notice”	has the meaning given in article 15.
“special resolution”	has the meaning given in section 283 of the Companies Act
“subsidiary”	has the meaning given in section 283 of the Companies Act.
“Trustee”	means a director of the Charity, and includes any person occupying the position of director, by whatever name called The Trustees are charity trustees as defined by Section 97 of the Charities Act 1993
“writing”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

- 2 2 Words importing one gender shall include all genders and the singular shall include the plural and vice versa
- 2 3. Unless the context otherwise requires words or expressions contained in the 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 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
- 2 5. The model articles of association for companies limited by guarantee contained in Schedule 2 of the Companies Act (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of these articles shall not apply to these articles.

3 Liability of Members

- 3.1 The liability of the members is limited.
- 3 2 Each member promises, if the Charity is dissolved whilst he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1 00 (one pound)) as may be demanded of him or her towards:
 - 3.2.1. the payment of the Charity's debts and liabilities incurred before he or she ceases to be a member,
 - 3 2 2 payment of the costs, charges and expenses of winding up, and
 - 3 2 3 adjustment of the rights of the contributories among themselves

Part 2

Objects and Powers

4 Objects

The Charity's objects ("the Objects") are

- 4 1 to assist or benefit serving or former serving members of the Royal Marines or the Royal Marines Reserve and/or their wives, husbands, children and other dependants as may for the time being be in need of charitable assistance or benefit
- 4.2. the support of the Royal Marines by any other charitable means
- 4.3. the support of any serving or former serving member of UK Armed Forces by any charitable means.

5 Powers

The Charity has power to do anything that may further its Objects or is conducive or incidental to doing so. In particular, the Charity has power

- 5 1. to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity (other than primary purpose trading) and must comply with any relevant statutory regulations,
- 5 2. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.3. to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- 5 4 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Trustee must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land,
- 5 5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.6. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5 7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- 5.8. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- 5 9 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by Part 6 and provided it complies with the conditions in that article,

5 10 to

5 10 1 deposit or invest funds,

5 10 2 employ a professional fund-manager; and

5 10 3 arrange for the investments or other property of the Charity to be held in the name of a nominee,

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,

5 11 to provide indemnity insurance for the Trustees or any other officer of the Charity in accordance with but subject to the conditions in, section 73F of the Charities Act 1993;

5 12 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,

5 13 to do all such other lawful things as are necessary for the achievement of the Objects.

Part 3

Application of Income and Property

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 Trustee

6 2 1 is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity,

6 2 2. may benefit from trustee indemnity insurance cover purchase at the Charity's expense in accordance with, and subject to the conditions of, section 73F of the Charities Act 1993.

6 2 3. may receive an indemnity from the Charity in the circumstances specified in article 43

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 This does not prevent a member who is not also a Trustee receiving -

6 3 1. a benefit from the Charity in the capacity of a beneficiary of the Charity

6 3 2 reasonable and proper remuneration for any goods or services supplied to the Charity.

6 4 No Trustee or connected person may

- 6.4.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public,
 - 6.4.2 sell goods, services or any interest in land to the Charity;
 - 6.4.3. be employed by or receive any remuneration from the Charity;
 - 6.4.4 receive any other financial benefit from the Charity;
- unless the payment or transaction is
- 6.4.5 permitted by article 6.5
 - 6.4.6. permitted in accordance with, and subject to the conditions in, section 73A or 73F of the Charities Act 1993 (services provided by a charity trustee to the charity, trustee indemnity insurance), or
 - 6.4.7 previously and expressly authorised in writing by the Charity Commission and the Trustees fully comply with the procedures it prescribes
- 6.5 A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity

Part 4

Members

7 Applications for Membership

- 7.1 The subscribers to the memorandum are the first members of the Charity
- 7.2. Membership is open to other individuals or organisations who
 - 7.2.1. apply to the Charity in the form required by the Trustees, and
 - 7.2.2 are approved by the Trustees.
- 7.3. Membership is not transferable

8 Termination of Membership

- 8.1. Membership is terminated if
 - 8.1.1. the member dies or, if it is an organisation, it ceases to exist;
 - 8.1.2 the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
 - 8.1.3. any sum due from the member to the Charity is not paid in full within six months of it falling due, or

- 8.1 4 the member is removed from membership by a resolution of not less than 75% of the Trustees participating and voting in a Trustees meeting that it is in the best interests of the Charity that his or her membership be terminated. A resolution to remove a member from membership may only be passed if:

8 1 4 1. the member has been given at least twenty one days notice of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed, and

8 1 4 2 the member or, at the option of the member, the member's representative (who need not be a member) has been allowed to make representations to the meeting

Part 5

General Meetings

9 Annual general meetings

- 9 1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation
- 9 2. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings

10 Notice of general meetings

- 10 1 The Trustees may call a general meeting at any time
- 10 2. The minimum periods of notice required to hold a general meeting of the Charity are
- 10 2 1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution,
- 10 2 2 fourteen clear days for all other general meetings.
- 10 3 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 percent of the total voting rights.
- 10 4 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 15.
- 10 5 The notice must be given to all the members and to the Trustees and auditors
- 10 6 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:

11.2.1 two members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or

11.2.2 one tenth of the total membership at the time,
whichever is the greater.

11.3. If

11.3.1. a quorum is not present within half an hour from the time appointed for the meeting; or

11.3.2 during a meeting a quorum ceases to be present,
the meeting shall be adjourned to such time and place as the Trustees shall determine.

11.4. The Trustees 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.

11.5 If no quorum is present at the reconvened meeting within fifteen 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

12 Chair of meetings

12.1. General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees

12.2. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.

12.3. If there is only one Trustee present and willing to act, he or she shall chair the meeting

12.4. If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting

13 Adjournment

13.1. The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

13.2. 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

13.3 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

- 13 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.

14 Voting at general meetings

- 14 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

14 1 1. by the person chairing the meeting; or

14 1 2 by at least two members present in person or by proxy and having the right to vote at the meeting; or

14 1 3 by 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

- 14.2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded

- 14.3 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

- 14 4 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.

- 14 5 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.

- 14 6 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

- 14 7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

- 14 8 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

- 14 9. 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.

- 14 10 The poll must be taken within thirty days after it has been demanded

- 14 11 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.

- 14 12 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

15 Content of Proxy Notices

- 15 1 Proxies may only validly be appointed by a notice in writing that,

- 15.1 1. states the name and address of the member appointing the proxy;
 - 15 1.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - 15.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - 15 1.4 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.
- 15.2 The Trustees may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 15.3. 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
- 15 4. Unless a proxy notice indicates otherwise, it must be treated as,
- 15 4 1. 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
 - 15.4.2. 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

16 Delivery of Proxy Notices

- 16 1 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
- 16 2 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.
- 16.3. 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
- 16.4. 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

17 Amendments to Resolutions

- 17 1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if;
- 17.1.1 notice of the proposed amendment is given to the Charity in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

- 17.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- 17.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if,
- 17.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 17.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 17.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

18 Written Resolutions

- 18.1 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
- 18.1.1 a copy of the proposed resolution has been sent to every eligible member (as defined in section 289 Companies Act); and
- 18.1.2 a simple majority (or, in the case of a special resolution, a majority of not less than 75%) has signified its agreement to the resolution in an authenticated document which has been received at the registered office within twenty eight days after the circulation date
- 18.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement. The document may be in hard copy or in electronic form
- 18.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

19 Votes of members

- 19.1 Every member shall have one vote
- 19.2 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

Part 6

Trustees

20 Qualification of Trustees

- 20.1 A Trustee must be a natural person aged 16 years or older

20 2. No-one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 23.

20 3. A Trustee may not appoint an alternate Trustee or anyone else to act on his or her behalf at meetings of the Trustees

21 Trustee's General Authority/Powers of Trustees

21 1 Subject to the articles, the Trustees are responsible for the management of the Charity's business, for which purpose they 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 resolutions

22 Methods of Appointing Trustees

22 1 The first Trustees shall be those person notified to Companies House as the first Trustees of the Charity

22 2 All other appointments or elections of Trustees (including any re-appointments and re-elections) shall be made by the members by a special resolution to which 75% has given its approval in writing.

23 Termination of Trustee's Appointment

23 1. A person ceases to be a Trustee as soon as,

23 1.1. that person ceases to be a Trustee by virtue of any provision of the Companies Act or is prohibited from being a Trustee by law, or

23 1 2 that person is disqualified from acting as a trustee by virtue of section 72 Charities Act 1993 or any statutory re-enactment or modification of that provision, or

23.1.3. a bankruptcy order is made against that person, or

23.1.4. a composition is made with that person's creditors generally in satisfaction of that person's debts, or

23.1.5. a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that that person has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months; or

23 1.6 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have, or

23 1.7. notification is received by the Charity from the Trustee that the Trustee is resigning from office, and such resignation has taken effect in accordance with its terms

24 Calling a Trustees' Meeting

24 1 Any Trustee may call a Trustees' meeting by giving notice of the meeting to the Trustees or by authorising the company secretary (if any) to give such notice.

24.2 Notice of any Trustees' meeting must indicate;

24.2.1 its proposed date and time,

24.2.2 where it is to take place, and

24.2.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

24.3. Notice of a Trustees' meeting must be given to each Trustee, but need not be in writing

24.4 Notice of a Trustees' meeting need not be given to Trustees who waive their entitlement to notice of that meeting, by giving notice to that effect to the Charity not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

24.5. Trustees' meetings shall be held a minimum of 4 times in any calendar year

25 Participation in Trustees' Meetings

25.1 Subject to the articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when,

25.1.1 the meeting has been called and takes place in accordance with the articles, and

25.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

25.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other

25.3. If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

26 Quorum for Trustees' Meetings

26.1. At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

26.2. The quorum for Trustees' meetings shall be two

26.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to call a general meeting so as to enable the members to appoint further Trustees

27 Chairing of Trustees' Meetings

27.1 The Trustees shall appoint a Trustee to chair their meetings at their first meeting (the "**First Chair**") who shall remain the chair, and be known as the chairman, until the Trustees terminate his appointment

27.2. Following the termination of the appointment of the First Chair, the Trustees may appoint one of their number to chair their meetings, and the person so appointed will be known as the chairman

27.3 The Trustees may terminate the chairman's appointment at any time

27.4 If the chairman is not participating in a Trustees' meeting within ten minutes of the time at which it was to start, the participating Trustees must appoint one of themselves to chair it.

28 Unanimous Decisions

28.1 A decision of the Trustees is taken in accordance with this article when all eligible Trustees indicate to each other by any means that they share a common view on a matter

28.2. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Trustee or to which each eligible Trustee has otherwise indicated agreement in writing

28.3. References in this article to eligible Trustees are to Trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a Trustees' meeting

28.4 A decision may not be taken in accordance with this article if the eligible Trustees would not have formed a quorum at such a meeting.

29 Trustees May Delegate

29.1 Subject to the articles, the Trustees may delegate any of the powers which are conferred on them under the articles;

29.1.1 to a committee of two or more Trustees,

29.1.2. by such means (including by power of attorney),

29.1.3. to such an extent;

29.1.4 in relation to such matters or territories, and

29.1.5 on such terms and conditions as they think fit,

29.2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustee's powers by any person to whom they are delegated

29.3 The terms of any delegation must be recorded in the minute book.

29.4 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions

30 Declaration of Trustees' interests

30.1. A Trustee must declare the nature and extent of any interest, direct or indirect, which s/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 Trustee must absent himself or herself from any discussions of the Trustees 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)

31 Conflict of interests

31 1 If a conflict of interest arises for a Trustee 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 Trustees may authorise such a conflict of interests when the following conditions apply

31.1.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

31 1 2 the conflicted Trustee does not vote on any such matter and is not counted when considering whether a quorum of Trustees is present at the meeting; and

31 1.3 the unconflicted Trustees consider it to be in the best interests of the Charity to authorise the conflict of interest

31 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 Trustee or to a connected person.

31 3. Subject to article 31 4, if a question arises at a meeting of Trustees or of a committee of Trustees as to the right of a Trustee to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any Trustee other than the chairman is to be final and conclusive

31.4 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the Trustees at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

32 Validity of Meetings

32 1. Subject to article 32.2, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee

32 1.1. who was disqualified from holding office,

32.1 2 who had previously retired or who had been obliged by the articles to vacate office,

32.1 3 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 Trustee and that Trustee being counted in the quorum the decision has been made by a majority of Trustees at a quorate meeting.

- 32.2 Article 32.1 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for article 32.1 the resolution would have been void

33 Casting Vote

- 33.1. If the numbers of votes for and against a proposal are equal, the chairman or other Trustee chairing the meeting has a casting vote
- 33.2. Article 33.1 does not apply if, in accordance with the articles, the chairman or other Trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.

34 Trustees to take Decisions Collectively

- 34.1. The general rule about decision-making by Trustees is that any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with article 28

34.2 If

34.2.1 the Charity only has one Trustee; and

34.2.2 no provision of the articles requires it to have more than one Trustee

The general rule does not apply, and the Trustee may take decisions without regard to any of the provisions of the articles relating to the Trustee's decision-making

35 Members' Reserve Power

- 35.1 The members may, by special resolution, direct the Trustees to take, or refrain from taking, specified action.
- 35.2 No such special resolution invalidates anything that the Trustees have done before the passing of the resolution.

36 Committees

- 36.1 Committees to which the Trustees delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by Trustees.
- 36.2. The Trustees may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not inconsistent with them

37 Seal

- 37.1 If the Charity has a seal it must only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary (if any) or by a second Trustee.

38 Minutes

38 1 The Trustees must keep minutes of all

38 1.1 appointments of officers made by the Trustees,

38 1.2 proceedings at meetings of the Charity;

38 1 3 meetings of the Trustees and committees of Trustees including:

38 1 3 1. the names of the Trustees present at the meeting;

38 1 3 2. the decisions made at the meetings, and

38 1 3 3. where appropriate the reasons for the decisions

39 Accounts.

39.1 The Trustees 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.

39 2 The Trustees must keep accounting records as required by the Companies Act

40 Annual Report and Return and Register of Charities

40.1 The Trustees must comply with the requirements of the Charities Act 1993 with regard to.

40 1.1 the transmission of the statements of account to the Charity;

40 1.2 the preparation of an Annual Report and its transmission to the Commission;

40 1.3 the preparation of an Annual Return and its transmission to the Commission

40 2. The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

41 Means of Communication to be Used

41 1 Subject to the 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

41 2 Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being

41 3 Any notice to be given to or by any person pursuant to the articles

41 3.1 must be in writing or

- 41 3 2. must be given in electronic form
- 41 4 A member who does not register an address with the Trustee 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
- 41 5 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 41.6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 41 7 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.
- 41 8 In accordance with section 1147 of the Companies Act notice shall be deemed to be given:
- 41.8.1 48 hours after the envelope containing it was posted; or
- 41.8 2 in the case of an electronic form of communication, 48 hours after it was sent

42 No Right to Inspect Accounts and Other Records

Except as provided by law or authorised by the Trustees or an ordinary resolution of the Charity, no person is entitled to inspect any of the charities accounting or other records or documents merely by virtue of being a member

Part 7

Trustees' indemnity

43 Indemnity

- 43.1. Subject to article 43 2 a relevant Trustee of the Charity or an associated company may be indemnified out of the Charity's assets against,
- 43 1 1 any liability incurred by that Trustee in connection with any negligence, default, breach of duty or breach of trust in relation to the Charity or an associated charity,
- 43 1.2. any liability incurred by that Trustee in connection with the activities of the Charity or an associated charity in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act), and
- 43.1 3 any other liability incurred by that Trustee as an officer of the Charity or an associated charity.
- 43 2. This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law.
- 43 3 In this article;

43 3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

43 3 2 a "relevant Trustee" means any Trustee or former Trustee of the Charity or an associated company

44 Trustees' Discretion to make Further Rules

44.1 Subject to the articles, the Trustees may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Trustees

44.2 The Trustees 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. The bye 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 Trustees in so far as such procedure is not regulated by the Companies Act or by the articles,
- (e) generally, all such matters as are commonly the subject matter of company rules.

44 3 The Trustee in a general meeting has the power to alter, add to or repeal the rules or bye laws

44 4 The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.

44 5 The rules or bye laws shall be binding on all members of the Trustee. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Part 8

Dissolution

45 Dissolution

45 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

- 45.1 1 directly for the Objects, or
- 45.1 2 by transfer to any charity or charities for purposes similar to the Objects, or
to any charity or charities for use for particular purposes that fall within the Objects
- 45.2. Subject to any such resolution of the members of the Charity, the Trustees 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 or before dissolution of the Trustee be applied or transferred.
 - 45.2 1. directly for the Objects, or
 - 45.2.2. by transfer to any charity or charities for purposes similar to the Objects, or
 - 45 23 to any charity or charities for use for particular purposes that fall within the Objects
- 45 3 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no resolution in accordance with article 45 1 is passed by the members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.