

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **12465428**

The Registrar of Companies for England and Wales, hereby certifies that

YORKSHIRE BUILDERS FEDERATION LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **15th February 2020**



* N12465428J *



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Application to register a company



A8YMQXVN

Received for filing on the: **12/02/2020**

<i>Company Name in full:</i>	YORKSHIRE BUILDERS FEDERATION LIMITED
<i>Company Type:</i>	Private company limited by guarantee
<i>Situation of Registered Office:</i>	England and Wales
<i>Proposed Registered Office Address:</i>	CITADEL HOUSE 58 HIGH STREET HULL HU1 1QE
<i>Sic Codes:</i>	94110 82301 70210 58142
<i>Principal activity description:</i>	Activities of business and employers membership organizations Activities of exhibition and fair organisers Public relations and communications activities Publishing of consumer and business journals and periodicals

I wish to adopt the following model articles with additional and/or amended provisions: **Private (Ltd by Guarantee)**

Proposed Officers

Company Secretary *1*

Type: Person

Full Forename(s): MR MARK

Surname: **SCOTT**

***Service Address:* CITADEL HOUSE 58 HIGH STREET
HULL
ENGLAND HU1 1QE**

The subscribers confirm that the person named has consented to act as a secretary.

Company Director **1**

Type: **Person**

Full Forename(s): **MR MARK**

Surname: **SCOTT**

Service Address: **recorded as Company's registered office**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/06/1967** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director **2**

Type: **Person**

Full Forename(s): **MR SHANE**

Surname: **DERRY**

Service Address: **recorded as Company's registered office**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/02/1967** *Nationality:* **BRITISH**

Occupation: **NONE**

The subscribers confirm that the person named has consented to act as a director.

Company Director 3

Type: Person

Full Forename(s): MS SARAH

Surname: KETTLESTRING

Service Address: recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: **/08/1982 **Nationality:** BRITISH

Occupation: OFFICE
MANAGER -
OPERATIONS
MA

The subscribers confirm that the person named has consented to act as a director.

Company Director 4

Type: Person

Full Forename(s): MS CAROL

Surname: ATHERTON

Service Address: recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: **/12/1959 **Nationality:** BRITISH

Occupation: SALES AND
MARKETING
MANAGER

The subscribers confirm that the person named has consented to act as a director.

Company Director 5

Type:	Person		
Full Forename(s):	MR SIMON ALEXANDER		
Surname:	CARR		
Service Address:	recorded as Company's registered office		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/08/1958	Nationality:	BRITISH
Occupation:	MANAGING DIRECTOR		

The subscribers confirm that the person named has consented to act as a director.

Company Director **6**

Type:	Person		
Full Forename(s):	MR ANTHONY DAVID		
Surname:	SHAW		
Service Address:	recorded as Company's registered office		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/12/1967	Nationality:	BRITISH
Occupation:	OPERATIONS DIRECTOR		

The subscribers confirm that the person named has consented to act as a director.

Company Director 9

Type:	Person		
Full Forename(s):	MR IAN DAVID		
Surname:	BILLYARD		
Service Address:	recorded as Company's registered office		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/10/1956	Nationality:	BRITISH
Occupation:	NONE		

The subscribers confirm that the person named has consented to act as a director.

Company Director 10

Type:	Person		
Full Forename(s):	MR LEWIS KIRK GLOSSOP		
Surname:	HIND		
Service Address:	recorded as Company's registered office		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/11/1995	Nationality:	BRITISH
Occupation:	MANAGER		

The subscribers confirm that the person named has consented to act as a director.

Company Director 11

Type: **Person**

Full Forename(s): MR MARTIN GLOSSOP

Surname: HIND

Service Address: recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/01/1964** *Nationality:* **BRITISH**

Occupation: DIRECTOR

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

Statement of Guarantee

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

Name: MARK SCOTT

Address ROLLITS LLP CITADEL HOUSE 58
HIGH STREET
HULL
HU1 1QE

Amount Guaranteed 1

Name: SHANE DERRY

Address ROLLITS LLP CITADEL HOUSE 58
HIGH STREET
HULL
HU1 1QE

Amount Guaranteed 1

Name: SARAH KETTLESTRING

Address ROLLITS LLP CITADEL HOUSE 58
HIGH STREET
HULL
HU1 1QE

Amount Guaranteed 1

Name: SIMON ALEXANDER CARR

Address ROLLITS LLP CITADEL HOUSE 58
HIGH STREET
HULL
HU1 1QE

Amount Guaranteed 1

Name: ANTHONY DAVID SHAW

Address ROLLITS LLP CITADEL HOUSE 58
HIGH STREET
HULL
HU1 1QE

Amount Guaranteed **1**
Name: **CAROL ATHERTON**

Address **ROLLITS LLP CITADEL HOUSE 58**
 HIGH STREET
 HULL
 HU1 1QE

Amount Guaranteed **1**
Name: **NICHOLAS JOHN SANGWIN**

Address **ROLLITS LLP CITADEL HOUSE 58**
 HIGH STREET
 HULL
 HU1 1QE

Amount Guaranteed **1**
Name: **PAUL SENIOR**

Address **ROLLITS LLP CITADEL HOUSE 58**
 HIGH STREET
 HULL
 HU1 1QE

Amount Guaranteed **1**
Name: **IAN DAVID BILLYARD**

Address **ROLLITS LLP CITADEL HOUSE 58**
 HIGH STREET
 HULL
 HU1 1QE

Amount Guaranteed **1**
Name: **LEWIS KIRK GLOSSOP HIND**

Address **ROLLITS LLP CITADEL HOUSE 58**
 HIGH STREET
 HULL
 HU1 1QE

Amount Guaranteed **1**
Name: **MARTIN GLOSSOP HIND**

Address **ROLLITS LLP CITADEL HOUSE 58**
 HIGH STREET
 HULL
 HU1 1QE

Amount Guaranteed **1**

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

<i>Name:</i>	MARK SCOTT
<i>Authenticated</i>	YES
<i>Name:</i>	SHANE DERRY
<i>Authenticated</i>	YES
<i>Name:</i>	SARAH KETTLESTRING
<i>Authenticated</i>	YES
<i>Name:</i>	SIMON ALEXANDER CARR
<i>Authenticated</i>	YES
<i>Name:</i>	ANTHONY DAVID SHAW
<i>Authenticated</i>	YES
<i>Name:</i>	CAROL ATHERTON
<i>Authenticated</i>	YES
<i>Name:</i>	NICHOLAS JOHN SANGWIN
<i>Authenticated</i>	YES
<i>Name:</i>	PAUL SENIOR
<i>Authenticated</i>	YES
<i>Name:</i>	IAN DAVID BILLYARD
<i>Authenticated</i>	YES
<i>Name:</i>	LEWIS KIRK GLOSSOP HIND
<i>Authenticated</i>	YES
<i>Name:</i>	MARTIN GLOSSOP HIND
<i>Authenticated</i>	YES

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum and Articles of Association

Rollits  LLP

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

**Memorandum of Association
of
Yorkshire Builders Federation Limited**

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.

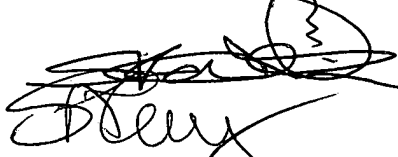
Name of each Subscriber

Authentication by each Subscriber

Mark Scott



Shane Derry




Sarah Kettlestring

Simon Alexander Carr

Anthony David Shaw



Carol Atherton



Nicholas John Sangwin



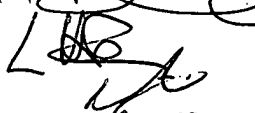
Paul Senior



Ian David Billyard



Lewis Kirk Glossop Hind



Martin Glossop Hind

Dated: 2 February 2020

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

Yorkshire Builders Federation Limited

Company number: []

Rollits 

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of Yorkshire Builders Federation Limited

1. Interpretation

1.1. Defined terms

In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Act	means the Companies Act 2006
Address	includes a number or address used for the purposes of sending or receiving documents by Electronic Means
Articles	the Company's articles of association
Associate Member	means individuals and/or organisations who are members of NFB or who are under 18 years old who have consented to become Associate Members and who do not have voting rights in relation to the Company
Business Day	means any day (other than a Saturday, Sunday or public holiday in England) when banks are open in London for business
Chair	has the meaning given in Article 6
Company	Yorkshire Builders Federation Limited, the company regulated by these Articles
Clear Days	in relation to the period of a notice, that 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
Companies Acts	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company
Director	a director of the Company, and includes any person occupying the position of director, by whatever name called and includes a Non-Executive Director
Electronic Form and Electronic Means	have the meanings respectively given to them in Section 1168 of the Companies Act 2006
Financial Expert	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and

Markets Act 2000

Member	means the Members of the Company for the purposes of the Companies Acts and Associate Members; or such other Members as may be admitted in accordance with Articles 19.1 to 19.5
NFB	means the National Federation of Builders Limited, with registered company number 04213125
Non-Executive Director	means a director of the Company who is not a full or part time employee of the Company or holder of an executive office but has the same voting rights as a Director
Special Resolution	means a resolution of which at least 14 days' notice has been given agreed by a 75% majority of the voting Members present and voting at a General Meeting or in the case of a Written Resolution by voting Members who together hold 75% of the voting power
Secretary	the secretary of the Company (if any)
Subsidiary Company	any company in which the Company holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company
Writing	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

1.2. Subject to clause 1.3, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

1.3. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Company.

2. Objects and Powers

2.1. Objects

The objects for which the Company is established are to:

- 2.1.1. to provide such trade association and other services, including information and advice, management and technical education as the Members may require to assist them in their businesses;
- 2.1.2. to utilise the assets and income of the Company for the benefit of the Members;
- 2.1.3. to encourage and support new entrants into the building profession and construction industry

through the provision of bursaries and support grants and the promotion of apprenticeships;

- 2.1.4. to represent small to medium-sized builders, contractors and house builders throughout the Yorkshire region; and
- 2.1.5. to represent the building profession and construction industry within the Yorkshire region and to promote its contribution to the economic success of the Yorkshire region.

2.2. Powers

The Company may do all such lawful things to further its objects, including, but not limited to:

- 2.2.1. providing advice, training, representation and business services for its Members so that they can comply with construction industry standards, excel in delivery, and grow successful businesses;
- 2.2.2. organising and assisting in the provision of conferences, courses of instruction, exhibitions, lectures, seminars, workshops and any other educational activities;
- 2.2.3. publishing and distributing books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 2.2.4. promoting, encouraging, carrying out or commissioning research, surveys, studies or other work, making the useful results available;
- 2.2.5. providing or procuring the provision of counselling, instruction and guidance;
- 2.2.6. providing or procuring the provision of advice;
- 2.2.7. entering into contracts to provide services to or on behalf of other bodies;
- 2.2.8. acquiring or renting any property of any kind and any rights or privileges in and over property and constructing, maintaining, altering and equipping any buildings or facilities;
- 2.2.9. disposing of or dealing with all or any of its property with or without payment and subject to such conditions as the Directors think fit);
- 2.2.10. borrowing or raising and securing the payment of money for any purpose including for the purposes of investment or of raising funds;
- 2.2.11. setting aside funds for special purposes or as reserves against future expenditure;
- 2.2.12. investing the Company's money not immediately required for its objects in or upon any investments, securities, or property;
- 2.2.13. arranging for investments or other property of the Company to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or of a Financial Expert or Experts acting under their instructions and pay any reasonable fee required;
- 2.2.14. lending money and giving credit to, take security for such loans or credit and guarantee or giving security for the performance of contracts by any person or company;

- 2.2.15. opening and operating bank accounts and other facilities for banking and drawing, accepting, endorsing, issuing or executing promissory notes, bills of exchange, cheques and other instruments;
- 2.2.16. accepting (or disclaiming) gifts of money and any other property;
- 2.2.17. raising funds by way of subscription, donation or otherwise;
- 2.2.18. trading in the course of carrying out the objects of the Company;
- 2.2.19. incorporating subsidiary companies to carry on any trade;
- 2.2.20. engaging and paying employees, Directors, consultants and professional or other advisers and making reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 2.2.21. becoming a member, associate or affiliate of or acting as Director or appointing Directors of any other organisation;
- 2.2.22. amalgamating or merging with or acquiring or undertaking all or any of the property, liabilities and engagements of any body;
- 2.2.23. co-operating with charities, voluntary bodies, statutory authorities and other bodies and exchanging information and advice with them;
- 2.2.24. insuring the property of the Company against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors to protect the Company;
- 2.2.25. providing indemnity insurance for the Directors or any other officer of the Company in accordance with, and subject to the conditions in the Act.

3. Limitation on Private Benefits

- 3.1. The income and property of the Company shall be applied solely towards the promotion of its objects.
- 3.2. No part of the income and property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members. This shall not prevent any payment in good faith by the Company of:
 - 3.2.1. interest at a reasonable and proper rate on money lent by the Members to the Company;
 - 3.2.2. any reasonable and proper rent for premises let by the Members to the Company; or
 - 3.2.3. reasonable and proper remuneration for any goods or services supplied to the Company.

4. Limitation of Liability and Indemnity

4.1. Liability of members

The liability of the Members is limited to a sum not exceeding £1.00 each and each and every Member undertakes to contribute to the assets of the Company in the event of its being wound up whilst still a Member or within one year after ceasing to be a Member, for:

- 4.1.1. payment of the Company's debts and liabilities contracted before ceasing to be a Member;
- 4.1.2. payment of the costs, charges and expenses of winding up; and
- 4.1.3. adjustment of the rights of the contributories among themselves.

4.2. Indemnity

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

Directors' Powers And Responsibilities

5. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

6. Chair

The Directors may from time to time elect from amongst their number a Chair who shall be appointed for a term of two years unless otherwise determined by the Directors and a Vice Chair who shall also be appointed for a term of two years unless otherwise determined by the Directors. A retiring Chair and Vice Chair may be re-elected.

7. Directors may delegate

- 7.1. Subject to the Articles, the Directors may delegate any of their powers or functions to any committee consisting of at least one or more Directors or such other people as the Directors think fit.
- 7.2. Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Company to any person or committee consisting of least one or more Directors or such other people as the Directors think fit.
- 7.3. Any delegation by the Directors may be by such means; to such an extent; in relation to such matters or territories; and on such terms and conditions as they think fit.
- 7.4. the Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person to whom they are delegated.
- 7.5. The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 7.6. The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

Decision-Making By Directors

8. Directors to take decisions collectively

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 16.

9. Calling a Directors' meeting

- 9.1. Any Directors may (and the Secretary, if any, must at the request of any Director) call a Directors' meeting.
- 9.2. A Directors' meeting may be called by giving not less than 10 Business Days' notice unless either:
 - 9.2.1. all the Directors agree; or
 - 9.2.2. urgent circumstances require shorter notice.
- 9.3. Notice of Directors' meetings must be given to each Director.
- 9.4. Every notice calling a Directors' meeting must specify:
 - 9.4.1. the place, day and time of the meeting;
 - 9.4.2. the general nature of the business to be considered at such meeting; and
 - 9.4.3. if it is anticipated that Directors 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.
- 9.5. Notice of Directors' meetings need not be in Writing. Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

10. Participation in Directors' meetings

- 10.1. Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
 - 10.1.1. the meeting has been called and takes place in accordance with the Articles; and
 - 10.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 10.2. In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 10.3. If all the Directors 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.

11. Quorum for Directors' meetings

- 11.1. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 11.2. The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but unless otherwise fixed it is three Directors or one third of the total number of Directors whichever is the greater.

12. Chairing of Directors' meetings

The Chair or in his or her absence the Vice Chair or another Director nominated by the Directors present shall preside as chair of each Directors' meeting.

13. Decision-making at meetings

13.1. Questions arising at a Directors' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

13.2. But this does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. Decisions without a meeting

The Directors may take a unanimous decision by a majority of at least two thirds of their number without a Directors' meeting in accordance with this Article by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

15. Conflicts of interest

15.1. Unless Article 15.2 applies, a Director must declare the nature and extent of:

15.1.1. any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Company; and

15.1.2. any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Company or his or her duties to the Company.

15.2. There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware.

15.3. If a Director's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Company, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Director's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process.

15.4. If a Director's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Company, he or she may participate in the decision-making process and may be counted in the quorum and vote unless a majority of the other Directors participating in the decision-making process decide to the contrary; in which case he or she must comply with Article 15.5.

15.5. A Director with a conflict of interest or conflict of duties who is required to comply with this Article must:

15.5.1. take part in the decision-making process only to such extent as in the view of the other Directors is necessary to inform the debate;

15.5.2. not be counted in the quorum for that part of the process; and

15.5.3. withdraw during the vote and have no vote on the matter.

15.6. Where a Director has a conflict of interest or conflict of duties and the Director has complied with his or her obligations under these Articles in respect of that conflict:

15.6.1. the Director shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

15.6.2. the Director shall not be accountable to the Company for any benefit (other than one expressly prohibited by or under these Articles) which he or derives from any matter or from any office, employment or position.

16. Validity of Director actions

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

Appointment and Retirement of Directors

17. Number of Directors

There shall be at least three Directors and a maximum of twelve Directors unless otherwise determined by the Members.

18. Appointment, retirement, removal and disqualification of Directors

18.1. The Directors may appoint any person, approved by resolution of the Directors and who is willing to act and permitted by law to do so, to be a Director for a term of two years (unless otherwise determined by the Directors). The Directors may make such rules as they see fit from time to time with regard to the procedures for the nomination and appointment of Directors. A retiring Director may be re-appointed.

18.2. The office of a Director shall be vacated if:

18.2.1. he or she ceases to be a Director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Director; or

18.2.2. he or she resigns by notice to the Company.

Members

19. Becoming and ceasing to be a member

19.1. The number of Members with which the Company proposes to be registered is unlimited.

The Members of the Company shall include such individuals and/or organisations who are members of the not-for-profit unincorporated association known as Yorkshire Builders Federation and which it has been agreed shall transfer its activities and undertaking to the

Company and such other persons and/or organisations as are approved by the Directors to become Members and have consented in writing to become Members and whose names shall have been entered in the Register of Members.

- 19.2. The Directors may make such rules as they see fit from time to time with regard to the procedures for applications for membership and the appointment of Members. The Directors may also create different categories of membership from time to time and determine the rights that attach to such different categories of membership including, but not limited to voting rights.
- 19.3. The rights and privileges of a Member shall be personal to the Member and shall cease on death.
- 19.4. Every Member shall be subject to the provisions of these Articles in relation to his or her Membership and shall be deemed to have had knowledge thereof and to have consented thereto upon or prior to his or her becoming a Member.
- 19.5. A Member shall cease to be a Member and the Member's name shall be removed from the Register of Members;
- 19.5.1. if the Member resigns by giving notice in writing to the Company; or
- 19.5.2. if he or she becomes bankrupt or makes any arrangements or composition with his or her creditors generally or (being a company) goes into liquidation other than for the purposes of solvent reconstruction; or
- 19.5.3. if the Member otherwise ceases to qualify for membership under these Articles;
- 19.5.4. if the Member is removed from Membership by resolution of the Directors; or
- 19.5.5. if the Member fails to pay any entrance fee or subscription that he or she is required to pay to Company within a reasonable time of such payment falling due.
- 19.6. Membership of the Company is not transferable.

Meetings and Company Resolutions

20. Decisions of the Members

- 20.1. Decisions of the Members in respect of the Company can be made:
- 20.1.1. by passing a written resolution of the voting Members in accordance with the provisions of the Act; or
- 20.1.2. by passing a resolution at a general meeting convened and held in accordance with the provisions of the Act and where the quorum shall be three voting Members unless otherwise determined by the Members.
- 20.2. Each voting Member shall be entitled to one vote. Associate Members do not have voting rights in relation to the Company.

Administrative Arrangements and Miscellaneous

21. Secretary

- 21.1. A Secretary may be appointed by the Directors for such term, at such remuneration and upon such

conditions as they may think fit, and may be removed by them.

21.2. If there is no Secretary:

21.2.1. anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company; and

21.2.2. anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

22. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless a provision of the Companies Acts specifies that such informality, irregularity, want of qualification or lack of specification shall invalidate it.

23. Minutes

23.1. The Directors must cause minutes to be made in books kept for the purpose:

23.1.1. of all appointments of officers made by the Directors;

23.1.2. of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

23.1.3. of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.

23.2. Minutes made pursuant to Articles 23.1.2 and 23.1.3 must be kept for at least ten years from the date of the meeting, resolution or decision.

24. Records and accounts

24.1. The Directors shall comply with the requirements of the Companies Acts as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

24.1.1. annual returns; and

24.1.2. annual statements of account.

25. Notices

- 25.1. Any notice to be given to or by any person pursuant to the Articles shall be in Writing to an Address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Directors need not be in Writing.
- 25.2. The Company may give any notice to the Member either personally or by sending it by post in a prepaid envelope addressed to the Member at its registered address or by leaving it at that address or by Electronic Means to an Address provided for that purpose.
- 25.3. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a communication sent by Electronic Means has been transmitted to the proper Address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given 48 hours after the envelope containing it was posted or in the case of a notice contained in a communication sent by Electronic Means 48 hours after the time it was transmitted.

26. Winding up

If any property remains after the Company has been wound up or dissolved and the debts and liabilities have been satisfied it may not be paid to or distributed to the Members, but must be given to either a charitable institution or institutions with similar objects to the Company that is governed by Charity law or an asset locked body which that prohibit the distribution of profit, property or income amongst its members to an extent at least as great as is imposed on the Company by Article 3. The institution or institutions to benefit may be chosen by resolution of the Directors, who shall each be entitled to nominate one organisation at or before the time of winding up or dissolution, and subject to any such resolution to be passed by the Directors may be chosen by resolution of the Members at or before the time of winding up and failing any dissolution.

27. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

End of Articles