

No. SC101671

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

-of-

SCOTLAND YARD ADVENTURE CENTRE

Registered Charity No SC002538

(as adopted by special resolution passed on 10th March 2023)

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
SCOTLAND YARD ADVENTURE CENTRE
(Adopted by special resolution passed on _____ 2022)

1 INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

"Act" means the Companies Act 2006;

"Articles" means the Charity's articles of association for the time being in force;

"Business Day" means any day (other than a Saturday, Sunday or public holiday in Scotland) on which clearing banks in Edinburgh are generally open for business;

"Charities Act" means the Charities and Trustee Investment (Scotland) Act 2005;

"Charity" means Scotland Yard Adventure Centre, which is a charitable company regulated by the Articles;

"Charity's remaining assets" has the meaning given in article 6.1;

"Circulation Date" in relation to a written resolution, has the meaning given to it in the Act;

"Director" means a director of the Charity. The Directors are charity trustees as defined in the Charities Act;

"Member" means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;

"Model Articles" means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229);

"Non-voting Members" has the meaning given to it in article 8.7(b);

"Objects" means the objects of the Charity as stated in article 2;

"ordinary resolution" has the meaning given in section 282 of the Act;

"OSCR" means the Office of the Scottish Charity Regulator;

"Secretary" means the secretary of the Charity;

"Supplier" has the meaning given in article 5.4(a)(i);

"special resolution" has the meaning given in section 283 of the Act;

"Voting Members" has the meaning given to it in article 8.7(a); and

"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.

1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an article is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time.

1.6 Any phrase introduced by the terms including, include, in particular or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.7 The Model Articles shall not apply to the Charity.

2 OBJECTS

2.1 The Charity's objects are wholly charitable, and are to:

- (a) improve the conditions of life for children and young people with additional support needs (ASN), their families and other children in the community using the medium of play and through the provision of educational and recreational facilities and activities;
- (b) maintain and develop purpose-built adventure playgrounds for indoor and outdoor play for children and young people with ASN and their families;

- (c) provide care, respite, support, fun and friendship to all the children, young people, parents and carers who use the services of the Charity;
- (d) advance the education of the children and young people who use the facilities and services of the Charity by providing them with opportunities for individual challenge and personal growth in an environment which values their independence and achievements;
- (e) support families with children and young people with ASN by providing family support through sharing of services and information; and
- (f) advance education in, and promote inclusive and adventure play for, children and young people with ASN across Scotland by sharing the knowledge and skills of the Charity.

2.2 Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities Act.

3 POWERS

In pursuance of the Objects, but not further or otherwise, the Charity has the power to:

- 3.1 organise and manage a wide variety of play based activities, youth work and skills development programmes for children and young people with additional support needs including:
 - (a) to provide child led and curriculum-based play sessions for special schools, special units within mainstream schools and other schools to provide adventure play and arts activities for children and their families through our Family Sessions;
 - (b) to provide youth clubs for young people with additional support needs; and
 - (c) to provide play groups for younger children to provide support through play for the siblings of children with additional support needs;
- 3.2 provide training courses on inclusive play, disability awareness and related topics;
- 3.3 promote companies whose activities may further one or more of the above purposes or may generate income to support the activities of the Charity, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the Charity, all such functions as may be associated with a holding company;
- 3.4 purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Charity's activities;

- 3.5 improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Charity;
- 3.6 employ such staff as are considered appropriate for the proper conduct of the Charity's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependents;
- 3.7 engage such consultants and advisers as are considered appropriate from time to time;
- 3.8 effect insurance of all kinds (which may include officers' liability insurance);
- 3.9 invest any funds which are not immediately required for the Charity's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
- 3.10 establish and/or support any other charity, and to make donations for any charitable purpose falling within the Charity's purposes;
- 3.11 oppose, or object to, any application or proceedings which may prejudice the Charity's interests;
- 3.12 enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Charity, and to enter into any arrangement for co-operation or mutual assistance with any charity;
- 3.13 accept (or disclaim) any gift of money, legacy or other property;
- 3.14 take such steps as may be deemed appropriate for the purpose of raising funds for the Charity's activities;
- 3.15 trade in the course of carrying out the Objects and carry out any other trade which is not expected to give rise to taxable profits;
- 3.16 sell, lease or otherwise dispose of all or any part of the Charity's real or personal property and any and all rights of the Charity, subject to such consents as may be required by law;
- 3.17 borrow or raise money and to give security for money borrowed or grants or other obligations by mortgage, charge, lien or other security on the Charity's property and assets, subject to such consents as may be required by law;
- 3.18 lend and give credit to, take security for such loans or credit and enter into guarantees or give security for the performance of contracts by any person or company;
- 3.19 set aside funds for particular purposes or as reserves against future expenditure;
- 3.20 co-operate with other bodies and to exchange information and advice with them;

- 3.21 establish or support or aid in the establishment and support of any organisation formed for objects similar to any or all of the Objects;
- 3.22 enter into partnership or other arrangement with any other body with objects similar to any or all of the Objects;
- 3.23 acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of anybody with objects similar to any or all of the Objects;
- 3.24 enter into contracts to provide services to or on behalf of other bodies;
- 3.25 provide or procure the provision of advice;
- 3.26 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes, instructional matter and any other form of information in or on any media;
- 3.27 promote, undertake and commission research, surveys, studies or other work and to disseminate the useful results;
- 3.28 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.29 alone or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities are confined to those permitted by law;
- 3.30 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.31 provide and assist in the provision of money, materials or other aid;
- 3.32 act as trustee and to undertake and execute charitable trusts;
- 3.33 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of anybody having objects similar to the Objects;
- 3.34 pay out of the funds of the Charity the costs incurred in connection with the formation and registration of the Charity as a company and as a charity; and
- 3.35 do anything lawful which is calculated to further the Objects or is conducive or incidental to doing so.

4 APPLICATION OF INCOME AND PROPERTY

- 4.1 The income and property of the Charity shall only be applied to promote the Objects.

4.2 No part 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. This shall not prevent any payment in good faith by the Charity of:

- (a) a benefit to any Member in the capacity of a beneficiary of the Charity;
- (b) reasonable and proper remuneration to any Member for any goods or services supplied to the Charity, provided that article 5 applies if such a Member is a Director;
- (c) interest on money lent by a Member to the Charity at a reasonable and proper rate;
- (d) reasonable and proper rent for premises demised or let by a Member to the Charity; and
- (e) any payment to a Member who is also a Director which is permitted under article 5.

5 BENEFITS AND PAYMENTS TO DIRECTORS

5.1 A Director:

- (a) is entitled to be reimbursed reasonable out-of-pocket expenses properly incurred when acting on behalf of the Charity, including in relation to their attendance at meetings of the Directors, general meetings or meetings of committees;
- (b) may benefit from trustee indemnity insurance purchased by the Charity in accordance with section 68A of the Charities Act;
- (c) may receive payment under an indemnity from the Charity in the circumstances set out in article 35;
- (d) may not receive any other financial benefit or payment from the Charity unless it is authorised by this article 5.

5.2 Unless the benefit or payment is permitted under article 5.3, no Director (including a Member who is also a Director) may:

- (a) buy any goods or services or otherwise acquire any rights or benefits from the Charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from, the Charity; or
- (d) receive any other financial benefit from the Charity.

5.3 A Director may:

- (a) receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way;
- (b) enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 67 and 68 of the Charities Act;
- (c) subject to article 5.4, enter into a contract for the supply of goods to the Charity that are not supplied in connection with services provided to the Charity by the Director;
- (d) receive reasonable and proper rent for premises let to the Charity;
- (e) receive interest at a reasonable and proper rate on money lent to the Charity;
- (f) take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public; and
- (g) receive or retain any other payment or benefit for which prior written authorisation has been obtained from OSCR.

5.4 The Charity and its Directors may only rely upon the authority provided by article 5.3(c) if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods:
 - (i) is set out in an agreement in writing between the Charity and the Director supplying the goods (the Supplier) under which the Supplier is to supply the goods in question to the Charity;
 - (ii) does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (b) the other Directors are satisfied that it is in the best interests of the Charity to contract with the Supplier rather than someone who is not a Director. In reaching that decision, which must be recorded in the minutes of the relevant meeting, the Directors must balance the advantages of contracting with a Director against the disadvantages of doing so;

- (c) the Supplier:
 - (i) is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with regard to the supply of goods to the Charity by them;
 - (ii) does not vote on any such matter and is not counted when calculating whether a quorum of Directors is present at the meeting; and
- (d) a majority of the Directors then in office are not in receipt of remuneration or payments authorised by article 5.

5.5 A Director's duty under the Act to avoid a conflict of interest with the Charity does not apply to any transaction authorised by this article 5.

6 WINDING UP

6.1 On the winding up or dissolution of the Charity, after provision has been made for all its debts and liabilities, any assets or property that remain (the Charity's remaining assets) shall not be paid or distributed to the Members (except to a Member that is itself a charity and qualifies to benefit under this article) but shall be applied or transferred:

- (a) directly for one or more of the Objects;
- (b) to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for particular purposes falling within the Objects.

6.2 The decision on who is to benefit from the Charity's remaining assets, pursuant to article 6.1, may be made by resolution of the Members at or before the time of winding up or dissolution or, failing a resolution of the Members, may be made by resolution of the Directors at or before the time of winding up or dissolution.

6.3 In the event that no resolution is passed by the Members or by the Directors in accordance with this article, the Charity's remaining assets shall be applied for charitable purposes as directed by the court or OSCR.

7 LIABILITY OF MEMBERS

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- (a) payment of the Charity's debts and liabilities contracted before they cease to be a Member,
- (b) payment of the costs, charges and expenses of the winding up, and

(c) adjustment of the rights of the contributories among themselves.

8 MEMBERS

8.1 Employees of the Charity shall not be eligible for membership and a person who becomes an employee of the Charity after admission to membership shall automatically cease to be a Member.

8.2 Subject to article 8.1, the Charity shall admit to membership an individual who or an organisation which applies to the Charity using the application process and meets the set eligibility criteria.

8.3 The Charity shall consider each application for membership and shall, within a reasonable time, notify the applicant of its decision on the application.

8.4 The Charity shall maintain a register of Members setting out the full name and address of each Member and the date on which each Member was admitted to membership, and any person ceasing to be a Member shall be removed from the register.

8.5 Membership is not transferable.

8.6 The Directors may establish different classes of membership and set out different rights and obligations for each class, with such rights and obligations recorded in the register of Members, but shall not be obliged to accept any person fulfilling those criteria as a Member.

8.7 The Charity shall consist of two classes of Members:

(a) Members that shall count towards the quorum of a general meeting and have the right to vote in an ordinary resolution or a special resolution, whether by a show of hands or a poll vote (Voting Members); and

(b) Members that do not count towards the quorum of a general meeting and do not have the right to vote in an ordinary resolution or a special resolution, whether by a show of hands or a poll vote (Non-voting Members).

9 TERMINATION OF MEMBERSHIP

A Member shall cease to be a Member if:

9.1 the Member dies or, if it is an organisation, ceases to exist;

9.2 the Member resigns as a Member by giving notice to the Charity in writing;

9.3 any subscription or other sum payable by the Member to the Charity remains unpaid within eight (8) weeks after it falling due and the Charity notifies the Member in writing of the termination of their membership, provided that the Member, upon receipt of such

written notice has not paid such outstanding sums within twenty eight (28) days from the date of the notice;

9.4 the Member is removed from membership by a resolution of the Directors to the effect that it is in the best interests of the Charity that the membership is terminated. Such a resolution may not be passed unless:

- (a) the Member has been given at least twenty one (21) days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and
- (b) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been given a reasonable opportunity to make representations to the meeting in writing. The Directors must consider any representations made by the Member (or the Member's representative) and inform the Member of their decision following such consideration. There shall be no right of appeal from a decision of the Directors to terminate the membership of a Member.

A Member removed from membership by such a resolution shall remain liable to pay to the Charity any subscription or other sum owed by them and shall not be entitled to a refund of any such subscription or other sum paid by them to the Charity.

10 ANNUAL GENERAL MEETINGS

10.1 The Charity shall hold an annual general meeting each year, with not more than 15 months elapsing between successive annual general meetings. At any place as the Directors shall think fit.

10.2 Each notice calling an annual general meeting shall be in writing and shall specify the meeting as such and each annual general meeting shall take place at such time and

10.3 For the avoidance of doubt, an annual general meeting called under article 10.1 may be held in a format that the Directors shall think fit, including in person, virtually (including by way of conference call or virtual meeting) or in a hybrid setting. An individual participating in a general meeting via an audio or virtually which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person at the meeting.

10.4 The business at an annual general meeting shall include:

- (a) a report by the chair on the activities of the Charity;
- (b) the consideration of the accounts, balance sheets, reports of the Directors; and

- (c) the retirement, appointment or re-appointment of Directors in accordance with article 20.1.
- 10.5 The Directors may convene an extraordinary general meeting at any time.
- 10.6 The Directors must convene an extraordinary general meeting if there is a valid requisition by Members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).
- 11 NOTICE OF GENERAL MEETINGS
- 11.1 General meetings, including the annual general meeting and any extraordinary meetings, must be called on a minimum of fourteen (14) days' notice.
- 11.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority who together hold not less than 55% of the total voting rights.
- 11.3 A notice calling a general meeting shall:
 - (a) specify the date, time and place of the meeting, including whether it is to be held in person, virtually or in a hybrid setting;
 - (b) state the general nature of the business to be transacted;
 - (c) include a statement pursuant to the Act setting out the right of Voting Members to appoint proxies; and
 - (d) if a special resolution (or a resolution requiring special notice under the Act) is to be proposed, shall state that fact, giving the exact terms of the resolution.
- 11.4 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting and any other general meeting shall be called an extraordinary general meeting.
- 11.5 The notice shall be given to each Member; each Director; and the auditor for the time being of the Charity (if any).
- 11.6 Proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

12 PROCEEDINGS AT GENERAL MEETINGS

12.1 Every general meeting of the Charity shall have a chair, and:

- (a) the chair of the board of Directors shall chair general meetings of the Charity or, if the chair of the board of Directors is absent, the vice-chair of Directors shall act as chair; and
- (b) if neither the chair nor the vice-chair of the board of Directors is present within 15 minutes of the time appointed for the meeting, a Director elected by the Director or Directors present shall chair the meeting.

12.2 No business shall be transacted at any general meeting unless a quorum is present.

12.3 A quorum is eight (8) Voting Members who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.

12.4 If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned until such other date, time and place as the chair shall determine. If at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, those Voting Members present in person or by proxy and entitled to vote shall be a quorum.

12.5 The chair of a general meeting may adjourn such a meeting when a quorum is present, if at least 50% of the members present at the meeting consent to an adjournment, and shall adjourn such a meeting if directed to do so by the meeting.

12.6 If the meeting is adjourned until more than fourteen (14) days after the date on which it was adjourned, the Charity shall give at least seven (7) days' written notice of it to the same persons to whom notice of the Charity's general meetings is required to be given, such notice containing the same information which such notice is required to contain.

12.7 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

13 VOTING AT GENERAL MEETINGS

13.1 A vote on a resolution proposed 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.

13.2 On a show of hands or on a poll, every Voting Member, whether an individual or an organisation and whether personally or by proxy, shall have one vote.

- 13.3 Any objection to the qualification of any voter must be raised at the meeting or adjourned meeting at which the vote objected to be tendered and every vote not disallowed at the meeting shall be valid. Any such objection must be referred to the chair of the meeting whose decision is final.
- 13.4 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.
- 13.5 A poll may be demanded by:
- (a) the chair of the meeting;
 - (b) the Directors present at the meeting; or
 - (c) two or more persons present at the meeting and having the right to vote on the resolution.
- 13.6 A demand for a poll may be withdrawn if:
- (a) the poll has not yet been taken, and
 - (b) the chair of the meeting consents to the withdrawal.
- 13.7 A poll demanded must be taken immediately at the meeting at which it was demanded.
- 13.8 The poll shall be conducted in such manner as the chair directs. The result of the poll shall be declared at the meeting at which it was demanded and shall be deemed to be the resolution of such meeting.
- 13.9 If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting.

14 PROXIES

- 14.1 A Voting Member is entitled to appoint another person as a proxy to exercise all or any of the Voting Member's rights to attend and to speak and vote at a meeting of the Charity.
- 14.2 Proxies may only be validly appointed by a notice in writing (a proxy notice) which:
- (a) states the name and address of the Voting Member appointing the proxy;
 - (b) identifies the person appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

- (d) is delivered to the Charity:
 - (i) at the Charity's registered office; or
 - (ii) by electronic means to such electronic address as may be notified by the Charity to the Members from time to time,
- in accordance with the Articles.

A proxy notice which is not delivered in such manner shall be invalid unless the Directors, in their discretion, accept the notice at any time before the meeting.

14.3 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

14.4 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.

14.5 Unless a proxy notice indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.

14.6 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.

14.7 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.

14.8 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.

14.9 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.

15 DEADLOCK

If there are an equal number of votes for and against any resolution the chair of the meeting shall be entitled to a casting vote.

16 WRITTEN RESOLUTIONS

- 16.1 Subject to article 16.4, a written resolution of the Members passed in accordance with this article 16 shall have effect as if passed by the Members in a general meeting.
- 16.2 Where a resolution is proposed as a written resolution of the Charity, the eligible Voting Members are the Voting Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 16.3 Any resolution of the Voting Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a special resolution shall be passed as an ordinary resolution.
- 16.4 A Voting Members' resolution under the Act removing a Director or an auditor before the expiration of their term of office may not be passed as a written resolution.
- 16.5 A Voting Member signifies their agreement to a proposed written resolution when the Charity receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Voting Member's agreement to the resolution. A Voting Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
- (a) if the document is sent to the Charity in hard copy form, it is authenticated if it bears the signature of the person sending it;
 - (b) if the document is sent to the Charity in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Charity or, where no such manner has been specified by the Charity, if it is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.
- 16.6 The Voting Members may require the Charity to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

17 DIRECTORS

- 17.1 The business of the Charity shall be managed and administered by a board of Directors, who shall be:
- (a) Directors of the Charity for the purposes of the Act;
 - (b) registered as Directors with the Registrar of Companies; and

- (c) the Trustees of the Charity for the purposes of the Charities Act.
- 17.2 Unless otherwise determined by ordinary resolution, the number of Directors shall not be more than twelve (12) and not be less than three (3).
- 17.3 A person shall not be eligible for election or appointment as a Director:
 - (a) if he or she is an employee of the Charity; or
 - (b) unless he or she is a Member of the Charity.
- 17.4 A person who has served as a director for a period of nine (9) years shall automatically vacate office on the expiry of that nine (9) year period and shall then not be eligible for re-election until a further year has elapsed. Notwithstanding the aforementioned, such a nine (9) year period may be extended by up to two (2) years (subject to annual re-election), if thought appropriate by the board, to accommodate any issues arising from directors' succession planning.
- 17.5 For the purposes of article 17.4:
 - (a) the period between the date of appointment of a Director and the annual general meeting which next follows shall be deemed to be a period of one (1) year unless it is of less than six (6) months' duration in which case it shall be disregarded;
 - (b) the period between one annual general meeting and the next shall be deemed to be a period of one (1) year;
 - (c) if a Director ceases to hold office but is re-appointed as a Director within a period of six (6) months, he or she shall be deemed to have held office as a Director continuously.
- 17.6 A Director may not appoint an alternate Director or anyone to act on their behalf at meetings of the Directors.
- 18 POWERS OF DIRECTORS
- 18.1 Subject to the provisions of the Act, the Articles and any special resolution, the Directors shall be responsible for the management of the Charity's business and may exercise all the powers of the Charity for that purpose.
- 18.2 No alteration of the Articles or any special resolution shall invalidate any prior act of the Directors.
- 18.3 A meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

19 APPOINTMENT OF DIRECTORS

19.1 Subject to article 17.2, any person who is willing to act as a Director, and who is permitted by law to do so, may be appointed to be a Director by:

- (a) ordinary resolution at each annual general meeting, where the proposed Director is a Member and a proposal has been received by the Company; or
- (b) by resolution of the Directors at any time.

19.2 Not less than forty two (42) days before each annual general meeting the Secretary shall send an invitation to all Voting Members inviting them to propose themselves or another Voting Member for appointment as a Director (subject to article 17.3(a)) at the said annual general meeting. To be valid, such proposal shall:

- (a) be in writing, in such form as the directors shall from time to time decide and be signed by the proposing Voting Member; and
- (b) be supported by the signature of a second Voting Member; and
- (c) in the case of a proposal made on behalf of another Voting Member, include an indication of the willingness of the Voting Member proposed to hold office as a Director; and
- (d) include a statement in support of the proposed Voting Member, subject to such limits on length or content as the Directors may from time to time decide; and
- (e) be received by the Secretary not less than twenty one (21) days before the date of the annual general meeting.

19.3 Particulars of each person seeking appointment or re-appointment as a Director, including any personal statements supplied by such persons, shall be included in the notice calling the annual general meeting.

19.4 In the event of the sum of the Directors seeking re-appointment and the valid proposals lodged with the Secretary in compliance with article 19.2 exceeding the number of vacancies, a poll vote shall be held among the Voting Members present in person or represented by proxy at an annual general meeting. Those persons receiving the greatest number of votes in favour of their appointment, up to but not exceeding the maximum number of vacant places available, may by ordinary resolution (subject to article 19.1) be appointed as Directors.

20 RETIREMENT OF DIRECTORS

20.1 At every annual general meeting the following Directors shall retire from office, but may, subject to this article 20, offer themselves for reappointment by the Members:

- (a) any Director appointed under article 19.1(b) since the previous annual general meeting; and
- (b) one-third, or, if their number is not divisible by three, the number nearest to one-third, of the remaining Directors who are to retire by rotation under article 20.2.

20.2 The Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. As between persons who were appointed or last reappointed on the same day, those to retire shall (unless they agree otherwise among themselves) be determined by drawing lots. A Director appointed under article 19.1(b) shall not be taken into account in determining the Directors who are to retire by rotation.

20.3 If a Director is required to retire at an annual general meeting by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.

20.4 A Director who retires from office under article 20.1 shall be eligible (subject to articles 17.2 and 17.4) for re-election.

21 DISQUALIFICATION AND REMOVAL OF DIRECTORS

A Director shall cease to hold office if they:

- 21.1 are removed by ordinary resolution of the Charity pursuant to the Act;
- 21.2 cease to be a Director by virtue of any provision in the Act or are prohibited by law from being a Director;
- 21.3 are disqualified from acting as a charity trustee by virtue of the Charities Act;
- 21.4 cease to be a Member of the Charity;
- 21.5 become an employee of the Charity;
- 21.6 have a bankruptcy or sequestration order made against them or a composition is made with their creditors generally in satisfaction of their debts;
- 21.7 resign by written notice to the Charity;
- 21.8 are absent from three consecutive meetings of the Directors without the permission of the Directors, and the Directors resolve that their office be vacated; or

21.9 have breached any explicit rules of the Charity or code of conduct to which the Directors have agreed or is in breach of her or his general duties under sections 170 to 177 of the Act or section 66 of the Charities Act or other reasonable standards of behaviour and, in the opinion of the Directors, such breach in each case is sufficiently serious or persistent to warrant their removal as a Director.

22 PROCEEDINGS OF DIRECTORS

22.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.

22.2 Acts done by a meeting of the Directors or of a committee or by a person acting as a Director shall not be invalidated by the subsequent realisation that:

- (a) the appointment of any such Director or person acting as a Director was defective; or
- (b) any or all of them were disqualified; or
- (c) any or all of them were not entitled to vote on the matter.

23 CALLING A DIRECTORS' MEETING

23.1 Any Director may call a meeting of the Directors by giving notice of the meeting to the Directors or by authorising the Secretary (if any) to give such notice.

23.2 Notice of a meeting of the Directors must be given to each Director, but need not be in writing. The notice must specify:

- (a) the time, date and place of the meeting;
- (b) the general particulars of the business to be considered at the meeting; and
- (c) if it is anticipated that the 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.

24 QUORUM FOR DIRECTORS' MEETINGS

24.1 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, provided it shall not be less than the greater of four (4) or one third of the number of Directors in office.

24.2 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except:

- (a) a proposal to call another meeting;

- (b) a proposal for filling vacancies; or
 - (c) a proposal to call a general meeting.
- 24.3 If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to:
 - (a) appoint further Directors; or
 - (b) call a general meeting so as to enable the members to appoint further Directors.

25 CHAIRING DIRECTORS' MEETINGS

- 25.1 The Directors shall appoint one of their number as chair of the board of Directors and may determine the length of term for which the chair of Directors is to serve in that office, although that term may be renewed or extended. On the same basis, the Directors may also appoint one of their number as vice-chair of the board of Directors.
- 25.2 If at any meeting of the Directors neither the chair nor vice-chair of the board of Directors, if any, is participating in the meeting within fifteen minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair the meeting.
- 25.3 The Directors may terminate the appointment of a chair or any vice-chair of the board of Directors at any time.

26 DECISION-MAKING BY DIRECTORS

- 26.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 27.
- 26.2 Each Director has one vote on each matter to be decided.
- 26.3 The Directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Directors, however, for the avoidance of doubt, any such person who is invited to attend a Directors' meeting shall not be entitled to vote.

27 UNANIMOUS DECISIONS BY DIRECTORS

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

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

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

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

28 DELEGATION BY DIRECTORS

28.1 The Directors may delegate, on such terms of reference as they think fit, any of their powers or functions to:

- (a) any committee comprising one or more Directors and, subject to article 28.4, such other persons (if any) as the Directors may determine; or
- (b) the chair of the Charity (or the holder of any other post).

28.2 The Directors may delegate the implementation of their decisions or day-to-day management of the affairs of the Charity to any person or committee.

28.3 The terms of reference of a committee may include conditions imposed by the Directors, including that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate; and
- (b) no expenditure or liability may be incurred on behalf of the Charity except where approved by the Directors or in accordance with a budget previously agreed by the Directors.

28.4 Persons who are not Directors may be appointed as members of a committee, subject to the approval of the Directors.

28.5 Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

28.6 The terms of any delegation to a committee shall be recorded in the minute book.

28.7 The Directors may revoke or alter a delegation.

28.8 All acts and proceedings of any committee shall be fully and promptly reported to the Directors.

29 CONFLICTS OF INTERESTS

29.1 A Director must declare the nature and extent of any interest, direct or indirect, which they have 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.

29.2 Subject to article 29.5, a Director:

- (a) must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest,
- (b) shall not vote at a Directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which they have a personal interest which conflicts (or may conflict) with the interests of the Charity; and
- (c) shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.

29.3 For the purposes of article 29.2, a person shall be deemed to have a personal interest in a particular matter if they have a personal financial interest or any partner or other close relative of theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director, has a personal interest in that matter.

29.4 If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the unconflicted Directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

In this article 29.4 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.

29.5 Provided:

- (a) the Director has:

- (i) declared their interest; and
- (ii) not voted on the question of whether the Charity should enter into the relevant arrangement; and

(b) the requirements of article 5.4 are complied with,

a Director will not be debarred from entering into an arrangement with the Charity in which they have a personal interest (or is deemed to have a personal interest under article 29.2) and may retain any personal benefit which they gain from their participation in that arrangement.

29.6 The Directors may, by resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 29.2 to 29.5.

30 SECRETARY

The Directors may appoint any person who is willing to act as the secretary for such term at such remuneration and on such conditions as the Directors think fit. From time to time the Directors may decide to remove such person and to appoint a replacement.

31 MINUTES

The Directors shall cause the Charity to keep the following records in writing and in permanent form:

- (a) minutes of proceedings at general meetings;
- (b) minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present at each such meeting;
- (c) copies of resolutions of the Charity and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors; and
- (d) particulars of appointments of officers made by the Directors.

32 RECORDS AND ACCOUNTS

32.1 The Directors shall comply with the requirements of the Act and the Charities Act 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 and OSCR of:

- (a) annual reports;
- (b) annual returns; and

- (c) annual statements of account.
- 32.2 If an audit is required under any statutory provisions or if they otherwise think fit, the Directors shall ensure that an audit of such accounts is carried out by a qualified auditor.
- 32.3 Accounting records relating to the Charity must be made available for inspection by any Directors at any reasonable time during normal office hours.
- 32.4 A copy of the Charity's latest available statement of account shall be supplied on request to any Director, however any Member who is not a Director or any other person who makes a written request shall not have any right to inspect the Charity's latest available statement of account except as conferred by statute or as authorised by the Directors or as authorised by ordinary resolution of the Charity.

33 COMMUNICATIONS

- 33.1 The Charity may deliver a notice or other document to a Member:
 - (a) by delivering it by hand to the address recorded for the Member in the register of Members;
 - (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address recorded for the Member in the register of Members;
 - (c) by electronic mail to an address notified by the Member in writing;
 - (d) by a website, the address of which shall be notified to the Member in writing; or
 - (e) by advertisement in at least two national newspapers.
- 33.2 This article does not affect provisions in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 33.3 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
- 33.4 If a notice or document is sent:
 - (a) by post or other delivery service in accordance with article 33.1(b), it is treated as being delivered 24 hours after it was posted, provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:
 - (i) properly addressed; and
 - (ii) put into the post system or given to delivery agents with postage or delivery paid;

- (b) by electronic mail, it is treated as being delivered at the time it was sent;
- (c) by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

- 33.5 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

34 IRREGULARITIES

The proceedings of any meeting or 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 by accidental omission to give or any non-receipt of notice) or 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.

35 INDEMNITY

- 35.1 Subject to article 35.2, but without prejudice to any indemnity to which they may otherwise be entitled:

- (a) every Director or former director of the Charity shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the Charity in relation to any liability they incur in that capacity, including but not limited to any liability incurred by him or her in defending any proceedings (whether civil or criminal) in which judgement is given in his or her favour, or in which he or she is acquitted or any liability in connection with an application in which relief is granted to him or her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Charity; and
- (b) every other officer or former officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity.

- 35.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

- 35.3 The Charity shall be entitled to purchase and maintain for any Director insurance against any loss or liability which any Director or other officer of the Charity may sustain or incur in connection with the execution of the duties of his or her office, and such insurance may

extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a Director).

36 RULES

36.1 The Directors may from time to time establish such rules as they may consider necessary for or conducive to the effective operation of the Charity. In particular, but without prejudice to the generality of the above, such rules may regulate:

- (a) the admission of Members of the Charity, their rights and privileges and other conditions of membership;
- (b) the conduct of Members in relation to one another and to the Charity's employees and volunteers; and
- (c) the procedure at general meetings and meetings of the Directors and committees to the extent that such procedure is not regulated by the Act or by the Articles.

36.2 The Charity in general meeting may alter, add to or repeal the rules by special resolution.

36.3 The rules shall be binding on all Members and no rule shall be inconsistent with or shall affect or repeal anything contained in the Articles.

37 AMENDMENT OF ARTICLES

37.1 Subject to the provisions of section 21 of the Act and to article 37.2, the Charity may, by special resolution, amend these Articles. Any amendment so made shall be as valid as if originally contained in the Articles and shall remain subject to further amendment in a like manner.

37.2 No amendment shall be made under article 37.1 which is inconsistent with or would be made void by the Act or which would have the effect of the Charity ceasing to be a charity under the Charities Act.

37.3 Pursuant to section 26 of the Act the Directors shall, within fifteen (15) days of the Charity passing a resolution to amend its Articles under article 37.1, send a copy of the Articles as amended to the Registrar of Companies.

37.4 Pursuant to section 17 of the Charities Act, the Directors shall notify OSCR of any amendment to the Articles within three (3) months of the date on which the amendment is made.