

**THE COMPANIES ACT 1985
SPECIAL RESOLUTION**

**GLASGOW ECO TRUST
SC273114**

CHANGE OF ARTICLES OF ASSOCIATION

At an annual meeting of the members of the above named company, duly convened and held on TUESDAY 2 OCTOBER 2018 at HEART OF SCOTSTOUN COMMUNITY CENTRE, 64 BALMORAL STREET, GLASGOW, G14 0BL.

The following Special Resolution was duly passed:

1. the attached memorandum of association be adopted as the memorandum of association of the Company in substitution for and to the exclusion of the existing memorandum of association (which, by virtue of the Companies Act 2006 is deemed to be included in the provisions of the amended articles of association of the Company).
2. the attached articles of association be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association (which, by virtue of the Companies Act 2006 are deemed to include the provisions of the amended memorandum of association of the Company).

THOMAS MUNRO, CHAIRPERSON

Thomas Munro

ANDREW REID, DIRECTOR

Andrew Reid

WEDNESDAY



SCT *S7H912VD* #362
24/10/2018
COMPANIES HOUSE

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES of ASSOCIATION
of
GLASGOW ECO TRUST

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

**of
GLASGOW ECO TRUST**

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Constitution of company

1. The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company

Defined terms

- 2 In these articles of association, unless the context requires otherwise:-
 - a. "Act" means the Companies Act 2006;

- b. "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
 - c. "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - d. "electronic form" has the meaning given in section 1168 of the Act;
 - e. "operating area" is the west of Glasgow and environs in the Greater Glasgow area of Scotland;
 - f. "OSCR" means the Office of the Scottish Charity Regulator;
 - g. "property" means any property, heritable or moveable, real or personal, wherever situated;
 - h. "subsidiary" has the meaning given in section 1159 of the Act.
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.
- 4 The company's registered office is to be situated in Scotland.

Objects

- 5 The company's objects are:
- a. The advancement of education through volunteering and training opportunities and promoting and delivering a range of activities and services related to supporting environmentally sustainable living and helping to assist participants in obtaining paid employment
 - b. The advancement of citizenship or community development by providing information about community projects and events and by encouraging volunteering, community engagement and regeneration through physical, social and economic infrastructure improvements and by encouraging the formation and development of local groups which harness the skills and energy of the local community and promote community cohesion;

- c. The provision of recreational facilities, or the organisation of recreational activities, with the object of improving the conditions of life for the persons for whom the facilities or activities are primarily intended;
 - d. The advancement of environmental protection or improvement through providing volunteering opportunities for clean ups and community space development and through encouraging environmentally friendly modes of travel and environmentally sustainable living;
 - e. The relief of those in need by reason of age, ill health, disability, financial hardship or other disadvantage by promoting environmentally, economically and socially sustainable practices which assist people of limited means to reduce expenditure and by encouraging those suffering social isolation to engage in environmental improvement projects and other appropriate activities;
 - f. To promote, operate and/or support other charitable projects and initiatives for the benefit of the community within the Operating Area and to do so in a manner which respects the priorities set from time to time by the community within the Operating Area.;
- 6 The company's objects are restricted to those set out in article 5 (but subject to article 7).
- 7 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 5; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies

Powers

- 8 In pursuance of those aims (but not otherwise) the company shall have the following powers:-
- a. To promote, support (whether financially or otherwise) and/or conduct, projects and initiatives of all kinds which further any of the above objects.
 - b. To advise in relation to, prepare, organise and/or conduct conferences, seminars and workshops, and educational and training events, courses and programmes of all kinds.
 - c. To provide and/or assist in the provision of information, advisory and support services which advance the aims of the company.

- d. To liaise with European, UK, Scottish and local government authorities and agencies, local enterprise companies, local economic development companies, voluntary sector bodies and others, all with a view to maximising the effectiveness of the company in pursuing its objectives.
- e. To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- f. To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.
- g. To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- h. To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- i. To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- j. To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- k. To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- l. To employ such staff as are considered appropriate for the proper conduct of the company'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 dependants.
- m. To engage such consultants and advisers as are considered appropriate from time to time.
- n. To effect insurance of all kinds (which may include officers' liability insurance).
- o. To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).

- p. To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.
- q. To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the company's objects.
- r. To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- s. To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- t. To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- u. To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charitable body.
- v. To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

Restrictions on usage of assets

- 9 The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 5)
- 10 No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
- 11 No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
- 12 No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

Liability of Members

- 13 The liability of the members is limited.

- 14 Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

General structure

- 15 The structure of the company consists of:-

- a. **the FULL MEMBERS** - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Companies Acts; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves. These individuals will have an interest in the objects, strategic, organisational and other activities of the company.
- b. **the DIRECTORS** - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company
- c. **the AFFILIATES/FRIENDS** – who are interested in the activities and objects of the company, receive company correspondence, attend or participate in company meetings, events, activities and consultations on a voluntary basis. This category is open to organisations and their representatives interested in the objects of the company. This category of membership does not have any voting rights under the Companies Acts

Qualifications for membership

- 16 The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 17 & 18.
- 17 Membership shall (subject to articles 18) be open to anyone having an interest in the objects of the company, but the majority of members shall, as far as possible, live or work in G11 to G15 postcode areas of the City of Glasgow.
- 18 Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

Application for membership

- 19 Any person who wishes to become a member must sign, and lodge with the company, a written application for membership together with a remittance to pay the initial membership subscription
- 20 The directors may, at their discretion, refuse to admit any person to membership, but must not do so without good cause and explanation.
- 21 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application, and if their decision was to refuse admission, shall return to the applicant the remittance lodged by him/her with the company under article 19.

Membership subscription

- 22 All members shall require to pay an initial membership subscription at the time of admission to membership; the amount of the initial membership subscription shall be determined by the directors from time to time.

Register of members

- 23 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member. The company will confirm each member's correspondence and demographic details on a periodic basis as advised by the directors, normally before the Annual General, Extraordinary General or other meeting, and therefore that membership of each individual member is still active.

Withdrawal from membership

- 24 Any individual who wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed by him/her; on receipt of the notice by the company he/she shall cease to be a member.

Expulsion from membership

- 25 Any person may be expelled from membership by special resolution (see article 37), providing the following procedures have been observed:-
 - a. at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion.

- b. the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.
- c. the member concerned shall not be expelled from membership without good cause and explanation.

Termination/transfer

- 26 Membership shall cease on death.
- 27 A member may not transfer his/her membership to any other person.

General meetings

- 28 The directors shall convene an annual general meeting in each year (notwithstanding the terms of the act). Not more than 15 months shall elapse between one annual general meeting and the next.
- 29 The business of each annual general meeting shall include:-
 - a. a report by the chair on the activities of the company
 - b. consideration of the annual accounts of the company
 - c. the election/re-election of directors, as referred to in articles.
- 30 The directors may convene an extraordinary general meeting at any time.
- 31 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).

Notice of general meetings

- 32 At least 14 clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 38) or a resolution requiring special notice under the Act, is to be proposed; all other extraordinary general meetings shall be called by at least 14 clear days' notice.
- 33 The reference to "clear days" in article 32 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
- 34 A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 38) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

- 35 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
- 36 Notice of every general meeting shall be given (either in writing or, where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication, by way of electronic communications) to all the members and directors and (if auditors are in office at the time) to the auditors.

Special resolutions and ordinary resolutions

- 37 For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 32 to 36; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- a. to alter its name
 - b. to alter its memorandum of association with respect to the company’s objects
 - c. to alter any provision of these articles or adopt new articles of association.
- 38 For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the chairperson’s casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 32 to 36.

Procedure at general meetings

- 39 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be that number of members which represents (to the nearest round number) one-fifth (1/5th) of the total membership, present in person.
- 40 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be

present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

- 41 The Chairperson of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the Chairperson of the company is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the Vice Chairperson shall preside as chairperson of the meeting *or* if neither the Chairperson of the company nor the Vice Chairperson is present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 42 The chairperson of a general meeting may, with the consent of the meeting, *adjourn the meeting to such time and place as the chairperson may determine.*
- 43 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally. Only Full Members would be counted for voting and quorum purposes.
- 44 If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
- 45 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 46 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Category of directors

- 47 “Community Director” means a director (drawn from the Full Members of the company) appointed under articles 53-59.
- 48 “Co-opted Director” means a (non-member) director appointed or re-appointed by directors under articles 60 to 62.

Number of directors

- 49 The minimum number of directors shall be 4; the maximum number of directors shall be 13, of whom no more than 8 may be Community Directors and no more than 6 may be Co-opted Directors.
- 50 At any given time the majority of the Community Directors shall, as far as possible, live or work in the G11 to G15 postcode areas of the City of Glasgow.

- 51 At any given time, a majority of the directors must be Community Directors.
- 52 An individual will only be eligible for election or appointment as a Community Director if he/she is a resident of the Operating Area or has his/her main place of work (whether on a paid or voluntary basis) or main place of business within the Operating Area.

Election, retiral, re-election : Community Directors

- 53 Any Full Member who wishes to be considered for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming that he/she is willing to be appointed; the notice must be signed by him/her and must be lodged with the company at least seven days before the date of the annual general meeting.
- 54 At an annual general meeting the members may (subject to articles 49-52) elect as a director (an "Community Director") any individual who has been a member for at least three months, and who has confirmed his/her willingness to be appointed.
- 55 The directors may at any time (subject to articles 49-52) appoint any Full Member (providing he/she is willing to act) to be a director (a "Community Director"), either to fill a vacancy or as an additional director.
- 56 At the *first annual general meeting*, one third (to the nearest round number) of the Community Directors shall retire from office, but shall be eligible for re-election; the directors to retire under the preceding provisions of this article shall be chosen by some random method.
- 57 At each annual general meeting (other than the first),
- a. any Community Director who was appointed under article 56 during the period since the preceding annual general meeting shall retire from office; and
 - b. out of the remaining Community Directors, one third (to the nearest round number) shall retire from office.
- 58 The directors to retire under paragraph (b) of article 57 shall be those who have been longest in office since they were last appointed or re-appointed; as between directors who were last appointed or re-appointed on the same date, the question of which of them are to retire shall be determined by some random method.
- 59 The members may at any annual general meeting re-elect any Community Director who retires from office at the meeting under article 57 or 58 (providing he/she is willing to act); if any such Community Director is not re-

appointed, he/she shall retain office until the meeting appoints someone in his/her place or, if it does not do so, until the end of the meeting.

Appointment, vacating of office, re-appointment: Co-opted Directors

- 60 Subject to articles 50 and 452, the directors may at any time appoint any individual (other than an employee of the company) to be a director (a "Co-opted Director") providing he/she is willing so to act, *either* on the basis that he/she has special skills or experience which would be of assistance to the board *or* on the basis that he/she has been nominated by an organisation with which the company has close contact in the course of its activities.
- 61 At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office.
- 62 Immediately following each annual general meeting (subject to articles 49-52), the directors may (subject to articles 50 and 52) re-appoint any person who, as a Co-opted Director, vacated office under the preceding article at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

Termination of office

- 63 A director shall automatically vacate office if:-
- a. he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;
 - b. he/she becomes debarred under any statutory provision from being involved in the administration or management of a charity;
 - c. he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
 - d. in the case of a Community Director, he/she ceases to be a Full Member or ceases to be a resident of the Operating Area or has his/her main place of work (whether on a paid or voluntary basis) or main place of business within the Operating Area;
 - e. he/she becomes an employee of the company;
 - f. he/she resigns office by notice to the company;
 - g. he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office; or

- h. he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

Register of directors

- 64 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

Officebearers

- 65 The directors shall elect from among themselves a Chairperson, and such other office bearers (if any) as they consider appropriate;
- 66 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
- 67 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

- 68 Subject to the provisions of the Act, the memorandum of association and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.
- 69 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

- 70 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 78) from voting on the question of whether or not the company should enter into that arrangement.
- 71 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of section 175 of the Act), has a personal interest in that arrangement.
- 72 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the company should enter into the relevant arrangement - a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is

deemed to have a personal interest under article 71) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

- 73 No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director.
- 74 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at directors' meetings

- 75 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 76 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 77 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall (subject to article 78) be one third (to the nearest round number) of the total number of directors in office at the time.
- 78 A quorum shall not be deemed to be present at any meeting of directors unless there are at least three directors present.
- 79 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 80 Unless he/she is unwilling to do so, the Chairperson of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the Chairperson of the company is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Vice Chairperson shall preside as chairperson of the meeting.
- 81 If the Chairperson of the company is not present and willing to act as chairperson within 15 minutes after the time at which a directors' meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 82 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.

- 83 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 84 For the purposes of article 83, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
- 85 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 86 The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 83 to 85.

Delegation to sub-committees

- 87 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the Chairperson of the company (or the holder of any other post) such of their powers as they may consider appropriate.
- 88 Any delegation of powers under article 87 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 89 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

- 90 The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company; at least one out of the two signatures must be the signature of a director.

Secretary

- 91 The company secretary shall be appointed by the directors at their discretion and if appointed, for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the company secretary may be removed by them at any time.

Minutes

- 92 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

- 93 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 94 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
- 95 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

Notices

- 96 Any notice to be given in pursuance of these articles shall be in writing; the company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address; alternatively, in the case of a member who has notified the company of an address to be used for the purpose of electronic communications, the company may give any notice to that member by way of an electronic communication.
- 97 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 98 Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any electronic communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up

- 99 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company; that property shall instead be

transferred to some other charitable body or bodies (whether incorporated or unincorporated) operating in the Operating Area whose objects are similar (wholly or in part) to the objects of the company.

100 The body or bodies to which property is transferred under article 98 shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time.

101 To the extent that effect cannot be given to the provisions of articles 98 and 99, the relevant property shall be applied to some other charitable object or objects.

Accounting

102 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

Indemnity

103 Every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

104 The indemnity contained in article 102 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled.