

Version 5

SC 299227

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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## Scottish Therapeutic Gardening Network

### ARTICLES OF ASSOCIATION

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Adopted at Trellis AGM, Erskine, 30 September 2011

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**Scottish Therapeutic Gardening Network**  
**ARTICLES OF ASSOCIATION**

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**Interpretation**

1 In these Articles:

**'the Company'** means *The Scottish Therapeutic Gardening Network*, the company which is regulated by these Articles;

**'the Act'** means the Companies Act 1985 including any statutory modification or re-enactment of the Act for the time being in force;

**'the Articles'** means these Articles of Association;

**'the Memorandum'** means the Memorandum of Association of the Company;

**'the Objects'** means the objects of the Company as provided for in clauses 3 and 4 of the Memorandum;

**'the Directors'** means the directors of the Company (and 'Board of Directors' has a corresponding meaning);

**'the Secretary'** means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy Secretary;

**'the Office'** means the registered office of the Company;

**'clear days'** in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

**'person'** means any individual person excluding any company or other form of corporate body (and 'persons' has a corresponding meaning);

**'member'** means any organisation or individual which/who has been admitted into membership and has paid their current subscription in full. All serving directors are required to be members. All members are entitled to one vote at general meetings.

## Version 5

**'associate'** means any organisation or individual which/who has registered with the company and which/who provides and/or receives support and services. Associates generally pay no subscriptions and have no voting entitlement at general meetings.

**'subscriber'** means either member or associate in the appropriate context.

**'the United Kingdom'** means Great Britain and Northern Ireland;

- 2 Subject as aforesaid, words or expressions contained in these Articles and in the Memorandum shall, unless the context requires otherwise, bear the same meaning as in the Act but excluding any statutory modification not in force when these regulations become binding upon the Company.

### **Membership/Associateship**

- 3 The Company recognises two subscription classes, both of which may admit organisations and individuals:

- 3.1 Members – paid subscribers who are accorded voting rights;
- 3.2 Associates – unpaid subscribers without voting rights.

- 4 Subject to Article 5, the Directors and/or Management may invite and admit into membership or associateship organisations and individuals who support the Objects. The voting rights of organisation and individual members are identical, i.e. per Article 50.

- 4.1 Organisations are typically projects which are supported by the Company, plus collaborative bodies working in related fields, e.g. healthcare, horticulture, education, etc.
- 4.2 Individuals must be aged (eighteen) years or over and will typically be active in related fields. Subscribers to the Memorandum, patrons and directors are included in this category.

- 5 Certain organisations and individuals are excluded from membership:

- 5.1 Bodies which directly fund the Company, plus partner organisations which receive joint funding along with the Company.
- 5.2 Bodies whose interests are contrary to or in conflict with those of the Company.
- 5.3 Employees of the Company, and persons seconded to or otherwise placed with the Company as if they were an employee. A member who becomes an employee of the Company or who is seconded to or otherwise placed with the Company as if they were an employee shall cease to be a member of the Company with immediate effect.

### **Admission to Membership/Associateship**

- 6 Any organisation or individual invited to become a member or associate of the Company shall lodge with the Secretary a written declaration in such form as the Directors and/or Management shall from time to time decide, signed by the responsible individual, and such other supporting information as the Directors and/or Management may reasonably require.
- 7 Any resolution by the Directors and/or Management to admit an applicant to membership shall be deemed conditional on the payment by the applicant, within 28 (twenty eight) days of receipt of a request, of the full amount of any annual membership subscription fee for the time being in force, as provided for by Articles 21 to 26, unless such fee has been reduced or waived by the Directors at their discretion. Applicants for associateship are not required to pay a subscription fee.
- 8 The Directors and/or Management shall not be under any obligation to admit an organisation or individual to membership of the Company notwithstanding that they meet the conditions of eligibility.

### **Register of Members/Associates**

- 9 The Directors and/or Management shall keep a Register of Members and Associates in accordance with section 352 of the Act.
- 10 The Directors and/or Management may at any time by notice in writing request any member to provide the Company with such evidence and particulars as are necessary and reasonable for the purpose of maintaining the Register.

### **Termination of and Withdrawal from Membership/Associateship**

- 11 Membership/associateship of the Company shall not be transferable and shall cease on the dissolution or winding up of an organisation and on the death of an individual member or associate.
- 12 Any member or associate wishing to withdraw their subscription shall lodge with the Company a written notice of withdrawal signed by the responsible individual. Upon receipt of such notice by the Company plus (for members) payment of any outstanding monies owed, that party shall cease to be a member/associate of the Company, provided that after such withdrawal the number of members of the Company is not fewer than 2 (two).

### **Expulsion from Membership/Associateship**

- 13 The Company may, by special resolution, terminate the membership or associateship of any subscriber in cases where:
  - 13.1 the Company believes that the actions of the subscriber in question have brought, or risk bringing the Company into disrepute; or

## Version 5

- 13.2 the Company believes that the subscriber in question has repeatedly or purposely breached any explicit rules of the Company or other reasonable rules or standards of good order.
- 14 The Directors and/or Management shall report all actions to terminate membership or associateship to the next general meeting of the Company which shall investigate the conduct of the subscriber in question and resolve accordingly. Any subscriber under investigation shall have the right to address the Company in general meeting, either via the responsible individual or their representative, before a final decision is made.
- 15 Any subscriber wishing to propose the expulsion of another subscriber shall lodge with the Directors and/or Management a written notice of their intention to do so, identifying the subscriber concerned and stating the grounds for the proposed expulsion, not less than 14 (fourteen) days before the date of the next general meeting of the Company.
- 16 The Directors and/or Management shall, on receipt of a notice under Article 15, send a copy of the notice to the subscriber concerned who shall have the right to make written representations to the Directors and/or Management with regard to the notice. If the Directors and/or Management receive such representations (unless they are received too late for them to do so) they shall:
- 16.1 state the fact of the representations having been made in the notice calling the meeting at which the resolution is to be proposed; and
- 16.2 send a copy of the representations to every person or body to whom notice of the meeting was or is given.
- 17 Whether or not a copy of written representations has been given to each of the persons or bodies entitled to receive notice of the meeting under Article 16.2, the subscriber in question shall have the right to be heard, either via the responsible individual or their representative, at the meeting before a final decision is taken.
- 18 Failure to follow correctly any of the provisions of Articles 13 to 17 shall render invalid any resolution for the expulsion of an organisation or individual from membership or associateship.
- 19 A member or associate whose subscription is terminated under Article 13 shall cease to be a subscriber with effect from the time at which the resolution to expel them was passed.
- 20 A member whose membership is terminated under Article 13 or who withdraws from membership of the Company under Article 12 shall not be entitled to the refund of any part of any annual subscription paid in respect of the accounting year in which the withdrawal or expulsion takes effect.

## Version 5

### Membership Subscriptions

- 21 The Company may, by ordinary resolution, introduce an annual subscription for membership, and determine the amount of such a subscription and vary the amount from time to time.
- 22 Subject to Article 24 the Company may authorise the Directors and/or Management to adopt whatever methods they think most expedient to collect payment of any subscription charge and to apply any reduction or waiver in cases where they think fit.
- 23 Any annual subscription for the time being in force shall be due on each accounting reference date of the Company and shall (subject to Articles 20 and 25) be deemed to relate to the period from one accounting reference date to the next.
- 24 Where any annual subscription is in force, the Directors and/or Management shall give to all members not less than 10 (ten) clear days' notice of such accounting reference date. Each notice shall specify the amount of membership subscription which will be due and shall state the possible consequence (under Article 26) of failure to make payment.
- 25 In the case of a member admitted to membership of the Company on a date other than the accounting reference date of the Company, the Directors and/or Management may calculate the subscription to be paid by the member in the first part-year of membership on a *pro rata* basis.
- 26 The Directors and/or Management may, at their discretion and without the requirement to follow the provisions of Articles 13 to 17, resolve to terminate the membership of any member in respect of whom any annual membership subscription for the time being in force has not been paid by the end of the 28<sup>th</sup> (twenty eighth) day after the accounting reference date on which it fell due.

### General Meetings

- 27 Subject to Article 28 and to the requirements under section 366 of the Act, the Company shall hold an Annual General Meeting in each year at such time and place as the Directors shall decide, in addition to any other general meetings.
- 28 Not more than 15 (fifteen) months shall elapse between one Annual General Meeting and the next; provided that so long as the Company holds its first Annual General Meeting within 18 (eighteen) months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
- 29 All general meetings of the members of the Company other than Annual General Meetings shall be called extraordinary general meetings.
- 30 The Directors may call extraordinary general meetings and, on the requisition of the members pursuant to the provisions of section 368 of the Act, shall

forthwith proceed to convene an extraordinary general meeting for a date not more than 7 (seven) weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call an extraordinary general meeting, any Director or any member of the Company may call an extraordinary general meeting.

### **Notice of General Meetings**

- 31 An Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 (twenty one) clear days' notice. Subject to Article 70 all other extraordinary general meetings shall be called by at least 14 (fourteen) clear days' notice but a general meeting may be called by shorter notice if so agreed:
- 31.1 in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
- 31.2 in the case of any other meeting by a majority in number of the members having a right to attend and vote, being a majority together holding not less than 95% (ninety five per cent) of the total voting rights at the meeting of all members.
- 32 The notice of all general meetings shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of the Annual General Meeting shall specify the meeting as such.
- 33 The notice of all general meetings shall be given to all members, associates and Directors of the Company, and to the auditors of the Company, and the allowable methods of communication shall include post, email and website display.
- 34 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person or body entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Quorum at General Meetings**

- 35 No business shall be transacted at any general meeting of the Company unless a quorum is present. Subject to Article 36, 5 (five) members entitled to vote upon the business to be transacted shall constitute a quorum.
- 36 If the total number of members of the Company is fewer than 5 (five) there shall be a quorum at a general meeting when all the members of the Company are present in person.
- 37 If the quorum required under Articles 35 or 36 is not present within half an hour from the time appointed for the commencement of the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be determined by the chairperson of the meeting.

### **Chairing of General Meetings**

- 38 The Chairperson of the Directors (or in her or his absence the Vice-chairperson) shall, if present, preside over the meeting. If neither the Chairperson or the Vice-chairperson is present or willing to act within half an hour from the time appointed for the commencement of the meeting the Directors present shall appoint one of their number to preside over the meeting or, if only 1 (one) Director is present and willing to act, she or he shall preside over the meeting.
- 39 If no Director willing to act as chairperson is present within half an hour from the time appointed for the commencement of the meeting, the members present shall elect 1 (one) of their number to act preside over the meeting.

### **Adjournment of General Meetings**

- 40 The chairperson may, with the consent of a meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place; provided that no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had an adjournment not taken place.
- 41 When a meeting is adjourned for 28 (twenty eight) days or more, at least 7 (seven) clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

### **Resolutions at General Meetings**

- 42 A resolution put to the vote of a meeting shall be decided upon by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded by:
- 42.1 the chairperson of the meeting; or
- 42.2 at least 2 (two) members having the right to vote at the meeting.
- 43 Unless a poll is demanded in accordance with Article 42, a declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- 44 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made.



## **Version 5**

- 45 If a poll is demanded in accordance with Article 42 it shall be taken at once by means of a secret ballot of all the members present and entitled to vote and shall be conducted in such a manner as the chairperson shall direct. The chairperson may appoint scrutineers (who need not be members) and may fix the time and place for declaring the results of the poll.
- 46 The result of a poll shall be deemed to be the resolution of the meeting at which the poll is demanded and taken.
- 47 If the chairperson directs that the result of a poll is not to be declared immediately this shall not prevent the continuance of a meeting for the transaction of any other business other than the question on which the poll was taken.
- 48 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall have a second or casting vote.

### **Written Resolutions**

- 49 A resolution in writing signed by all the members entitled to attend and vote at a general meeting shall be as effectual as if it had been passed at a general meeting. Such a resolution may consist of several documents in the same form, each signed by 1 (one) or more members.

### **Votes of Members**

- 50 Subject to the exceptions of Articles 48 and 52 every member of the Company shall have one vote at general meetings of the Company.
- 51 Attendance at and voting by members at general meetings of the Company shall be in person and no member shall be entitled to appoint or instruct a proxy to attend and vote on her or his behalf.
- 52 No member of the Company shall be entitled to vote at any general meeting unless all monies then payable by her or him to the Company in the form of subscriptions or otherwise have been paid in full.
- 53 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

### **Board of Directors**

- 54 Subject to Articles 74 and 75 the business of the Company shall be managed and administered by a Board of Directors (in these Articles referred to as 'the Directors').

## Version 5

55 There shall be a maximum of 15 (fifteen) and a minimum of 5 (five) Directors as follows:

55.1 a maximum of 12 (twelve) and a minimum of 5 (five) members of the Company appointed or elected at the Annual General Meeting as provided for by Articles 57 to 61 (for the purposes of these Articles referred to as the '**Elected Directors**'); and

55.2 a maximum of 3 (three) persons aged 18 (eighteen) years or over co-opted by the Elected Directors as provided for by Articles 64 to 67 (for the purposes of these Articles referred to as '**Co-opted Directors**').

56 The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future Directors shall be appointed as provided for subsequently in these Articles.

### **Nomination, Appointment and Retirement of Directors**

57 At the conclusion of the first and every subsequent Annual General Meeting all serving Directors (whether elected or co-opted) shall retire from office.

58 Any Director retiring under Article 57 shall be eligible for re-election or re-co-option to serve as Director for a further term, without limit to the number of consecutive terms she or he may serve, provided that she or he:

58.1 continues to be a member of the Company; and

58.2 is nominated in compliance with Article 59; and

58.3 continues to be eligible to hold office as a Director in all other respects.

59 The notice of an Annual General Meeting (per Articles 31-34) shall include:

59.1 names and descriptions of all retiring Directors seeking re-election or re-co-option (descriptions may be provided by reference to existing website displays).

59.2 an invitation to all members to nominate themselves or another member for appointment as an Elected Director of the Company. To be valid, such nomination shall:

59.2.1 be in writing in such form as the Directors shall from time to time decide, signed by the nominating member; and

59.2.2 in the case of a nomination made on behalf of another member, include an indication of the willingness of the member nominated to hold office as a Director of the Company; and

## Version 5

59.2.3 be received by the Secretary at least 7 (seven) days before the date of the Annual General Meeting to allow circulation of details prior to the meeting.

- 60 At an Annual General Meeting the Company may by ordinary resolution appoint as an Elected Director any retiring Directors seeking re-election and any members in respect of whom a valid nomination has been received in compliance with Article 59 provided that:
- 60.1 no person shall be appointed if, as a result, the number of Elected Directors would exceed the maximum number of Elected Directors permitted under Article 55.1; and
  - 60.2 no person shall be appointed who is disqualified from acting as a Director under the provisions of Article 68.
- 61 At an Annual General Meeting, the election process shall be conducted as follows:
- 61.1 if the total of retiring Directors seeking re-election and members in respect of whom a valid nomination has been received is less or equal to the maximum number of Elected Directors permitted under Article 55.1, then appointments may be made if a nominated individual is proposed and seconded without objection from those members present.
  - 61.2 If any proposed and seconded Director is objected to, then the chairperson shall resolve the issue by show of hands or poll per Articles 42-48.
  - 61.3 if the total of retiring Directors seeking re-election and members in respect of whom a valid nomination has been received is greater than the maximum number of Elected Directors permitted under Article 55.1, then the chairperson shall resolve the issue by show of hands or poll per Articles 42-48, with those elected receiving the greatest number of votes.

### **Vacancies among Elected Directors**

- 62 The Directors may appoint any member to fill any vacancy among the number of Elected Directors that arises between one Annual General Meeting and the next provided that no member is appointed to fill a vacancy who is disqualified from acting as a Director under the provisions of Article 68 or who has been removed as Director of the Company under Article 69.
- 63 Directors appointed to fill vacancies must retire per Article 57, but may offer to serve a further term per Article 58.

## **Version 5**

### **Co-opted Directors**

- 64 The Directors may at any time co-opt any person aged 18 (eighteen) years or over to be a Co-opted Director in cases where they consider the person in question has knowledge, skills or experience which would assist them in the performance of their duties, provided that no person shall be co-opted under this Article:
- 64.1 if, as a result, the number of Co-opted Directors would exceed the maximum number provided for in Article 55.2; or
  - 64.2 who is an employee of the Company or who is seconded to or otherwise placed with the Company as if she or he were an employee; or
  - 64.3 who is disqualified from acting as a Director under the provisions of Article 68.
- 65 Co-opted Directors must retire per Article 57.
- 66 Co-opted Directors retiring under Article 65 may, at the discretion of the Elected Directors, be co-opted to serve for a further term (subject to Article 64) without limit to the number of consecutive terms they may serve, unless any objection is received from those members present at an Annual General Meeting. The chairperson shall resolve any such objections by show of hands or poll per Articles 42-48.
- 67 Co-opted Directors retiring under Article 57 shall be eligible for nomination and appointment as Elected Directors as provided for by Articles 59 to 61.

### **Disqualification of Directors**

- 68 A Director (whether Elected or Co-opted) shall cease to hold office with immediate effect if she or he:
- 68.1 is the subject of a disqualification order issued by any court of law under the Company Directors Disqualification Act 1986; or
  - 68.2 is disqualified from acting as a company director by virtue of any provision of the Act; or
  - 68.3 is disqualified from acting in the management of a Scottish charity by virtue of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 (or any statutory re-enactment or modification of this Act); or
  - 68.4 is disqualified from acting as a trustee of a charity in England and Wales by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of this Act); or
  - 68.5 becomes an employee of the Company or is seconded to or otherwise placed with the Company as if she or her were an employee; or

## **Version 5**

- 68.6 resigns her or his office by written notice to the Company (but only if at least 1 (one) Director will remain in office when the notice of resignation is to take effect); or
- 68.7 becomes incapable for any reason of managing her or his own affairs and such condition is expected to persist for at least 6 (six) months; or
- 68.8 is absent without permission from 3 (three) consecutive meetings of the Directors and the remaining Directors resolve to remove her or him from office.

### **Removal of Directors**

- 69 Subject to Articles 70 to 73 (inclusive) and to the requirements under sections 303 and 304 of the Act the Company may by ordinary resolution remove a Director before the expiration of her or his period of office notwithstanding any agreement she or he may have with the Company.
- 70 A meeting at which a resolution is to be put to remove a Director or Directors made under Article 69 shall be called by special notice of at least 28 (twenty eight) days. The notice shall include details of the resolution and a copy of the notice shall be sent to the Director or Directors concerned.
- 71 A Director who is the subject of a resolution for her or his removal under Article 69 shall have the right:
  - 71.1 to attend and to be heard (either in person or through her or his representative) at the meeting at which the resolution is put; and
  - 71.2 to make written representations to the other Directors prior to the meeting and to request the notification of any such representations to members of the Company.
- 72 The Directors shall, on receipt of written representations made under Article 71.2, unless the representations are received too late for them to do so, send a copy of the representations to every member of the Company to whom notice of the meeting was sent.
- 73 If written representations made under Article 71.2 are not sent to the members of the Company, for whatever reason, a Director making the representations may require that they shall be read out at the meeting.

### **Powers of Directors**

- 74 Subject to the provisions of the Act, the Memorandum of Association, these Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Directors.

## **Version 5**

- 75 No alteration of the Memorandum or the Articles and no direction by special resolution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.

### **Directors' Remuneration and Expenses**

- 76 Subject to Article 77 and to clause 8 of the Memorandum no Director shall be entitled to any remuneration, whether in respect of her or his office as Director or as a holder of any executive office under the Company.
- 77 A Director may be paid all reasonable travelling, subsistence and other expenses incurred by her or him in connection with her or his attendance at meetings of Directors, general meetings of the Company or otherwise in connection with the discharge of her or his duties.

### **Directors' Appointments to Executive Office**

- 78 Subject to the provisions of the Act, the Directors shall appoint a Chairperson, a Vice-chairperson, a Secretary and a Treasurer and may appoint any other such executive officer as they consider appropriate provided that only an Elected Director shall hold the executive office of Chairperson.
- 79 Appointments to executive office under Article 78 shall, subject to Article 83, be made at a meeting of the Directors held as soon as reasonably practicable after the incorporation of the Company and thereafter at a meeting of the Directors held as soon as reasonably practicable after each Annual General Meeting.
- 80 Subject to Article 82 a Director shall hold an executive office until the conclusion of the Annual General Meeting which next follows her or his appointment at which time she or he shall retire.
- 81 A Director whose period of executive office expires under Article 80 may be re-appointed to such office or to any other executive office without limit to the number of consecutive terms of office she or he may hold in any office, provided that she or he is willing to act and continues to be a Director (and continues to be an Elected Director in the case of the Chairperson).
- 82 The appointment of any Director to any executive office shall terminate if she or he ceases, for whatever reason, to be a Director or if she or he resigns from such executive office by written notice to the Company.
- 83 In the event that the appointment of any Director to any executive office terminates under Article 82, the Directors shall, at a meeting of Directors held as soon as reasonably practicable after such termination, appoint another Director to hold such office in her or his place, unless the executive office is such that the Directors may, at their discretion, resolve not to appoint a replacement. Any Director appointed to executive office under this Article shall hold such office until the conclusion of the next Annual General Meeting which follows her or his appointment.

**Proceedings of the Board of Directors**

- 84 Except where specifically provided for by these Articles, the Directors may regulate their proceedings as they think fit.
- 85 Any Director may, and the Secretary if requested by a Director shall, call a meeting of the Board of Directors at a reasonable time and giving a reasonable period of notice provided that there shall be not fewer than 3 (three) meetings of the Board of Directors in each calendar year. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
- 86 The Directors may decide upon a quorum for the transaction of business at their meetings, provided that they shall not fix a number which is less than one third of their number or 3 (three) Directors, whichever is the greater, at least 1 (one) of whom shall be an Elected Director and at least 1 (one) of whom shall be an Executive Officer.
- 87 The Directors may act notwithstanding any vacancies in their number, but if the number of Directors is less than the number fixed as a quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 88 The Chairperson shall chair meetings of the Board of Directors, but if the Chairperson is not present within 15 (fifteen) minutes after the time appointed for the commencement of the meeting, or if she or he is unwilling to act, the Vice-chairperson shall chair the meeting. If the Vice-chairperson is also not present within 15 (fifteen) minutes of the time appointed for the commencement of the meeting, or if she or he is also unwilling to act, the Directors present may appoint another among their number to chair the meeting.
- 89 Questions arising at a meeting of the Board of Directors shall be decided by a majority of votes. Subject to Article 91 all Directors (whether Elected or Co-opted) shall have one vote, but in the case of an equality of votes the Chairperson or whoever is chairing the meeting shall have a casting vote.
- 90 All acts done and all decisions made by the Board of Directors, or by a sub-committee of Directors shall be valid, notwithstanding that it afterwards be discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office or were not entitled to vote.
- 91 A Director shall not vote at a meeting of the Board of Directors or at a sub-committee of Directors on any resolution concerning a matter in which she or he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless her or his interest or duty arises only because the case falls within either or both of the following:

## Version 5

- 91.1 the resolution relates to giving her or him a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by her or him for the benefit of the Company or any of its subsidiaries;
- 91.2 the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part (and whether alone or jointly with others) under a guarantee or by the giving of security.
- 92 For the purpose of Article 91, an interest of a person who is, for any purpose of the Act (excluding and statutory modification not in force at the date of incorporation of the Company), connected with a Director shall be treated as an interest of the Director. A connected person shall be defined as provided for by section 346 of the Act.
- 93 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of the Board of Directors, shall be as valid and effective as if it had been passed at such a meeting. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

### **Board of Directors: Attendance of Beneficiary Representatives**

- 94 The Directors shall take whatever measures they consider sufficient, practicable and appropriate to ensure that, in the conduct of their business, they are informed of the views of users of the services of the Company (as described in clause 5 of the Memorandum as the 'beneficiaries'). The Directors may invite representatives of the beneficiaries to attend and speak at any of their meetings in a non-voting capacity and may recognise and support whatever advisory or consultative committees or similar bodies of beneficiaries they think fit for this purpose.

### **Board of Directors: Attendance of Observers or Advisors**

- 95 The Directors may decide to invite or request the attendance at any of their meetings of any person or representative of any body for the purposes of giving advice, submitting information or evidence or otherwise assisting them in the conduct of their business. The attendance of such persons shall be in a non-voting capacity at the discretion of the Directors and may be for the whole or any part of any meeting or for more than 1 (one) meeting.

### **Board of Directors: Attendance of Employees**

- 96 The senior employee of the Company (if any) shall be deemed to have a standing invitation to attend all meetings of the Board of Directors, but the Directors shall have the right to request her or his withdrawal from the whole or any part of a meeting when they consider there are reasonable grounds for so doing.



## **Version 5**

- 97 The Directors shall comply with their obligations under any recognition agreement with a trade union or other representative body of employees of the Company to which they have signed with regard to the attendance of representatives from such a body or bodies at their meetings.

### **Delegation to Sub-committees or to Executive Officers**

- 98 Subject to Article 103 the Directors may appoint 1 (one) or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board of Directors.
- 99 The Directors shall determine the membership of any sub-committee. Its composition and method of operation may be as flexible as its purpose demands, but it must report progress to at least 1 (one) Director.
- 100 The Directors may delegate to the Chairperson or to any other executive officer such powers and duties as they consider desirable or appropriate to be delegated to her or him provided that all actions taken by the Chairperson or other executive officer under this provision shall be fully and promptly reported to the Board of Directors.
- 101 Any delegation of powers by the Directors under Article 98 shall be subject to such terms of reference as the Directors may decide and the Directors shall have the power:
- 101.1 to revoke or impose limits upon any specific authority or power granted to any sub-committee under such terms; and
  - 101.2 to transfer any function or responsibility of any sub-committee to another sub-committee or to their direct control at any time; and
  - 101.3 to suspend or dissolve any sub-committee and to re-instate or re-convene any sub-committee in the same or different form and subject to the same or different terms of reference as they think fit.
- 102 Subject to any condition imposed under Article 101, the proceedings of a sub-committee shall be governed by the Articles regulating the proceedings of meetings of the Board of Directors insofar as they are capable of applying.
- 103 The following matters shall be excluded from delegation to any sub-committee or executive officer:
- 103.1 any introduction of a new policy or change in policy which is rightly the responsibility of the Board of Directors or which would conflict with the declared policy of the Directors or of the Company; and

## **Version 5**

103.2 any action or decision involving expenditure that is not in accordance with the financial regulations of the Company.

### **Secretary**

- 104 Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration (if not a Director) and upon such conditions as they may think fit, and any Secretary so appointed may be removed and replaced by them.
- 105 The Directors may delegate to the Secretary such powers and duties as they consider desirable and appropriate to be delegated to her or him provided that all actions taken by the Secretary under this provision shall be fully and promptly reported to the Directors.

### **Minutes**

- 106 The Directors shall keep minutes for the purpose of:
- 106.1 all proceedings at general meetings of the Company and at meetings of the Board of Directors and at any sub-committees, including the names of the Directors and/or Management and of any other members present at each meeting; and
- 106.2 all appointments of executive officers made by the Directors.

### **The Seal**

- 107 The Company Seal (if any) shall be kept in a secure place by the Directors and shall be used only with their authority.
- 108 The Directors may determine who shall sign any instrument to which the Company Seal is affixed and unless otherwise so determined it shall be signed by an Elected Director and by the Secretary or by a second Director.

### **Finances and Accounts**

- 109 Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and/or Management and shall indicate the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least 2 (two) signatories who have been authorised by the Directors and/or Management to act in this capacity. Other payments (e.g. internet banking) may be operated by a single responsible individual provided the Directors and/or Management institute appropriate checks and controls.
- 110 The Directors shall cause accounting records to be kept in accordance with sections 221 to 223 (inclusive) of the Act.

## **Version 5**

- 111 The accounting records of the Company shall be kept at the registered address of the Company or, subject to section 222 of the Act, at such other place as the Company thinks fit, and shall at all times be open to inspection by the officers of the Company.
- 112 The Directors shall cause to be prepared and laid before the Company in general meeting such accounts, balance sheets and financial reports as are required by the Act. A copy of every balance sheet which is to be laid before the Company in general meeting, together with a copy of the auditor's report and the Company's annual report shall be sent to all members of the Company.
- 113 The Company shall appoint auditors and regulate the duties of such auditors in accordance with Chapter V Part XI of the Act.

### **Notices**

- 114 Subject to Article 116, any notice to be given to or by any person pursuant to these Articles shall be in writing. The Company may give such notice to a member or Director or other person entitled to receive such notice either personally or by sending it by post in a pre-paid envelope addressed to the person at her or his registered address or by leaving it at that address.
- 115 Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 48 (forty eight) hours after the envelope containing it was posted.
- 116 The Company may, by agreement with any person or body entitled to receive notice of a meeting, give notice to the said person or body by means of electronic communication to such address as may for the time being be notified by that person or body to the Company for that purpose.
- 117 A member or Director present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

### **Indemnity**

- 118 Subject to the provisions of the Act every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by her or him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her or his favour or in which she or he is acquitted or in connection with any application in which relief is granted to her or him by the court from liability for negligence, breach of duty or breach of trust in relation to the affairs of the Company.

## Rules

- 119 Subject to Article 121 the Directors may from time to time make such rules as they may deem necessary or expedient or convenient for the proper management and conduct of the Company, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate:
- 119.1 the admission and classification of members of the Company and the rights and privileges of such members insofar as such matters are not regulated by these Articles; and
  - 119.2 the conduct of members of the Company in relation to one another, and to the Company's employees and servants; and
  - 119.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes; and
  - 119.4 the procedure at general meetings and meetings of the Directors and committees of the Directors insofar as such procedure is not regulated by these Articles; and
  - 119.5 generally, all such matters as are commonly the subject of company rules.
- 120 Subject to Article 121 the Company in general meeting shall have power to alter, add to or repeal the rules and the Directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules, which shall be binding on all members of the Company.
- 121 No rule may be made by the Directors or by the Company in general meeting which would be inconsistent with the Act or with the Memorandum or Articles of the Company and no resolution shall be made which would have the effect of repealing or making obsolete any provision contained within the Memorandum or Articles of the Company.

## Amendment of Objects

- 122 Subject to the provisions of sections 4 to 6 of the Act the Company may, by special resolution at a general meeting, amend its Objects or any other provision within the Memorandum, provided that:
- 122.1 no amendment shall be made to the Objects without the prior written consent of Inland Revenue Charities; and
  - 122.2 no amendment shall be made which would have the effect of the Company ceasing to be a charity in law.
- 123 In addition to the requirements to deliver a copy of any amendment to the Memorandum to the Registrar of Companies under section 6 of the Act, the

## **Version 5**

Directors and/or Management shall promptly send a copy of the said amendment to Inland Revenue Charities.

### **Amendment of Articles**

- 124 Subject to the provisions of section 9 of the Act and to Article 125 the Company may, by special resolution at a general meeting, 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.
- 125 No amendment shall be made under Article 124 which is inconsistent with the Act or with the Memorandum and no amendment shall be made which would have the effect of the Company ceasing to be a charity in law.

### **Winding up**

- 126 The provisions of clause 11 of the Memorandum relating to the dissolution of the Company and the disposal of its assets upon such dissolution shall have the effect and be observed as if they were repeated in these Articles.

**Version 5**

Signatures, names and addresses of subscribers

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Dated this    day of    **200**

Witness to the above signatures: .....

Name:

Address:

Occupation:

