

Company number 00735040

Companies Acts 1985 and 2006

**Certificate of passing of a written special resolution
of
English National Ballet**

Passed on 7th December 2016

The following resolution was duly passed as a special resolution on 7th December 2016 by way of written resolution

SPECIAL RESOLUTION

THAT new articles of association of the Company in the form of the printed document annexed to this resolution be adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association of the Company



Grace Chan

Secretary

Date 31 January 2017



LD6

"L5ZYF6U6"

10/02/2017

#28

COMPANIES HOUSE

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ENGLISH NATIONAL BALLET

ADOPTED BY SPECIAL RESOLUTION DATED 7th December 2016

PRELIMINARY

- 1 The model articles for a company limited by guarantee contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 are expressly excluded

In these Articles the words standing in the first column of the following Table bear the meaning set opposite to them respectively in the second column, if not inconsistent with the subject or context

Words	Meanings
"Act"	The Companies Act 2006
"Articles"	These Articles of Association as originally framed or as from time to time altered
"Commission"	The Charity Commission for England and Wales
"Company"	The above-named company
"Director"	A member of the board of Directors
"Directors"	The board of Directors for the time being of the Company
"in writing"	Written or produced by any substitute for writing, or partly one and partly another
"Office"	The registered office of the Company

"Primary Objects" The objects of the Company under Article 2 1

"Seal" The common seal of the Company

Words importing the singular number include the plural number and vice versa

Words importing the masculine gender include the feminine gender and vice versa Words importing persons include corporations

Subject to the above, any words or expressions defined in the Act will, if not inconsistent with the subject or context, bear the same meanings in these Articles

2. OBJECTS

- 2.1 The object for which the Company is established ("the Primary Objects") is to promote and further education in and knowledge, understanding and appreciation of the arts of ballet, opera, mime, drama, music and singing and similar and ancillary arts ("the said arts")

3 POWERS

The Company has the following powers (which may be exercised only in promoting the Primary Objects) to

- 3 1 provide advice and assistance,
- 3 2 publish or distribute information,
- 3 3 co-operate with other bodies,
- 3 4 enter into any arrangements with any government department, local authority, university, college or other body or person conducive to the promotion and attainment of the Primary Objects,
- 3 5 support, administer or set up other charities,
- 3 6 raise funds,
- 3 7 borrow or raise money on such terms as may be thought fit and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011),
- 3 8 secure the discharge of any of the Company's liabilities and obligations in any manner,
- 3 9 acquire any copyright, patents, translation, publication, right of publication or reproduction or other intellectual property rights which may appear useful to the Company and to protect, prolong, register, renew, exercise, develop, turn to account, use or develop the same,
- 3 10 advertise in such manner as may be thought expedient with a view to promoting the Primary Objects,
- 3 11 purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any related rights necessary or useful for the promotion of the Primary Objects and to construct, maintain and alter any buildings or facilities necessary or convenient for the work of the Company (and enter into and perform all associated arrangements and contracts as may be appropriate for the facilitation of such construction, maintenance and alterations),

- 3 12 let or dispose of property of any kind,
- 3 13 provide financial assistance, make grants, donations or loans of money and to give guarantees, or assurances, of any kind,
- 3 14 draw, make, accept, endorse, discount, execute, issue and deal with promissory notes, bills of exchange and other instruments of any kind, whether or not negotiable or transferable,
- 3 15 set aside funds for special purposes or as reserves against future expenditure,
- 3 16 deposit or invest funds in any manner (but to invest only after obtaining advice from a financial adviser and having regard to the suitability of investments and the need for diversification),
- 3 17 solicit contributions to the funds of the Company and to accept gifts (both lifetime and testamentary) of money and other property of any kind, whether real or personal and whether or not subject to any specific charitable trusts or conditions,
- 3 18 accept any gifts, subscriptions, donations, bequests or devises of lands, monies, securities and real or personal property,
- 3 19 appoint, constitute and delegate powers to such committees and/or advisory committees as the Directors decide,
- 3 20 delegate the management of investments to a financial adviser, but only on terms that
 - 3 20 1 the investment policy is set down in writing for the financial adviser by the Directors,
 - 3 20 2 the performance of the investments is reviewed regularly with the Directors,
 - 3 20 3 the Directors are entitled to cancel the delegation arrangement at any time or upon notice,
 - 3 20 4 the investment policy and the delegation arrangement are reviewed at least once a year,
 - 3 20 5 all payments due to the financial adviser are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt, and
 - 3 20 6 the financial adviser must not do anything outside the powers of the Directors,
- 3 21 arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or of a financial adviser acting under their instructions and to pay any reasonable fee required,
- 3 22 insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required,
- 3 23 purchase and maintain insurance for the Directors as permitted by the Charities Act 2011 against the costs of a successful defence to a criminal prosecution brought against them as *Directors of the Company or against personal liability incurred by them in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company which is or is alleged to be a breach of trust or breach of duty (including coverage*

for costs arising in defending claims), unless the Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,

- 3 24 employ paid or unpaid agents, staff or advisers,
- 3 25 enter into contracts to provide services to or on behalf of other bodies,
- 3 26 establish, become a member of, manage, or support any bodies (whether incorporated or not) whose objects may seem capable of furthering any of the Primary Objects;
- 3 27 establish where necessary local branches (whether autonomous or not),
- 3 28 procure the Company to be registered or recognised in any foreign country or place,
- 3 29 pay all costs and expenses arising in connection with the formation and registration of the Company, and
- 3 30 do anything else within the law which promotes or is ancillary to the Primary Objects

4. BENEFITS TO DIRECTORS AND MEMBERS

- 4 1 A Director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company
- 4 2 Subject to the restrictions in Article 21, a Director may benefit from indemnity insurance cover purchased at the Company's expense
- 4 3 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company This does not prevent a member who is not also a Director receiving
 - (a) a benefit from the Company in the capacity of a beneficiary of the Company
 - (b) reasonable and proper remuneration for any goods or services supplied to the Company
- 4 4 No Director may
 - (a) buy goods or services from the Company,
 - (b) sell goods, services or any interest in land to the Company,
 - (c) be employed by or receive any remuneration from the Company,
 - (d) receive any other financial benefit from the Company,

unless the payment or transaction is previously and expressly authorised in writing by the Commission

5 MEMBERS

- 5 1 Membership of the Company is open to any individual or organisation who

- 5 1 1 applies to the Company in the form required by the Directors and is elected to membership by the Directors. They have absolute discretion to refuse membership, or
- 5 1 2 is appointed a Director and who signs the Company's register of members or consents in writing to become a member either personally or (in the case of a *member organisation*) through an authorised representative
- 5 2 The Directors may establish different classes of membership and stipulate their respective privileges and duties and set the amounts of any subscriptions. In particular, the Directors may grant associate membership to individuals and organisations (incorporated or unincorporated) or to be associated with the Company by whatever description the Directors consider is appropriate, these persons so not as such become a member of the Company and are not entitled to notices of meetings of or to vote at general meetings of the Company and are only entitled to such privileges and are subject to such conditions as the Directors may from time to time decide
- 5 3 Membership is terminated if the member concerned
- 5 3 1 is a Director and ceases to be a Director for whatever reason,
- 5 3 2 gives written notice of resignation to the Company,
- 5 3 3 dies or (in the case of an organisation) ceases to exist, or
- 5 3.4 is removed from membership by resolution of the Directors on the ground that in their reasonable opinion the member's continued membership is undesirable (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)
- 5 4 Membership of the Company is not transferable
- 5 5 *The liability of the members is limited*
- 5 6 Every member undertakes, if the Company is dissolved while he or it (in the case of a member which is a corporate body) remains a member or within 12 months afterwards, to contribute up to £1 towards the costs of dissolution and the liabilities incurred by the Company while the contributor was a member

6. GENERAL MEETINGS

- 6 1 The Company may in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year (but shall not be required to do so), and may specify the meeting as such in the notices calling it. An annual general meeting will be held at such time and place as the Directors decide
- 6 2 The general meetings referred to in the last preceding Article must be called annual general meetings. Any other general meetings must be called extraordinary general meetings
- 6 3 The Directors may, whenever they decide, convene a general meeting, and general meetings must also be convened on such requisition or, in default, may be convened by such requisitions, as provided by section 303 of the Act. If at any time there are not within the United Kingdom sufficient numbers of the Directors capable of acting to form a quorum, any Director or any two members of the Company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors

7. NOTICE OF GENERAL MEETINGS

- 7 1 In the case of an annual general meeting, or any other general meeting, fourteen days' notice at least (exclusive of the day on which the notice is served, or deemed to be served, and of the day of the meeting) specifying the place, the day, and the hour of the meeting, and in the case of special business the general nature of such business, must be given in the manner specified in these Articles to the auditors of the Company and to such members as are under the provisions of these Articles entitled to receive notices from the Company. However, the accidental omission to give such notice to, or the non-receipt of such notice by, any person entitled to receive the same, does not invalidate any resolution passed or proceedings at any such meeting. With the consent of all the members entitled to attend and vote or of such proportion of them as is prescribed by the Act, a meeting may be convened upon a shorter notice and in such manner as such members may approve.

8 PROCEEDINGS AT GENERAL MEETINGS

- 8 1 All business is deemed to be special that is transacted at a general meeting, and also all that is transacted at any annual general meeting with the exception of the consideration of the accounts and balance sheet, the reports of the Directors and of the auditors, and the appointment and the fixing of the remuneration of the auditors.
- 8 2 No business can be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum is four members present in person or by proxy.
- 8 3 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present the meeting, if convened on the requisition of members, will be dissolved. In any other case it will be adjourned to the same day in the next week at the same time and place and, if at that adjourned meeting a quorum is not present within half an hour from the time set for holding the meeting, the members present, not being less than two, will be a quorum.
- 8 4 The chairman, if any, of the Directors will preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time set for the holding of the meeting or is unwilling to preside, the members of the board of Directors present must elect one of their number to be chairman of the meeting.
- 8 5 If at any meeting no Director is willing to act as chairman, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members of the Company present must choose one of their number to be chairman of the meeting.
- 8 6 The chairman may with the consent of any meeting at which a quorum is present, and must, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting decides. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given in the same manner as for the original meeting. Except as previously stated, no member is entitled to any notice of an adjournment nor of the business to be transacted at an adjourned meeting. No business must be transacted at any adjourned meeting other than the business which could have been transacted at the meeting from which the adjournment took place.
- 8 7 At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded.
- 8 7 1 by the chairman, or
- 8 7 2 by at least 4 members having the right to vote at the meeting, or

- 8 7 3 by any member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- 8 8 Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution
- 8 9 The demand for a poll may be withdrawn
- 8 10 Except as provided in Article 8 11, a poll is duly demanded it must be taken in such manner as the chairman directs, and the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded
- 8 11 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded is entitled to a second or casting vote
- 8 12 A poll demanded on the election of a chairman, or on a question of adjournment, must be taken straightaway A poll demanded on any other question must be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll
- 8 13 Subject to the Act, a resolution in writing signed by all the members of the Company for the time being entitled to vote at a general meeting of the Company is as effective for all purposes as a resolution passed at a general meeting of the Company duly convened, held and constituted (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)

9. VOTES OF MEMBERS

- 9 1 Except as stated elsewhere in these Articles, every member has one vote Votes may be given either personally or by proxy Only a member of the Company may be appointed a proxy
- 9 2 Any member in respect of whom an order has been made by any court in matters of mental disorder may vote whether on a show of hands or on a poll by his receiver, court appointed legal representative or other person authorised in that behalf by that court and any such receiver, court appointed legal representative or other person may vote in person or by proxy
- 9 3 The instrument appointing a proxy must be in writing under the hand of the appointer, or of his attorney duly authorised in writing, and must be in any usual or common form or in any other form which the Directors approve The instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll
- 9 4 The instrument appointing a proxy and the power of attorney, if any, under which it is signed or a notarially certified or office copy of it must be delivered to the Office not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than 24 hours before the time appointed for taking the poll, and if not, the instrument of proxy will not be treated as valid
- 9 5 A vote given in accordance with the terms of an instrument of proxy is valid despite the previous death or insanity of the principal or revocation of the proxy or of the authority under which it was executed, provided no information in writing of the death, insanity, revocation

or transfer has been received at the Office at least one hour before the time fixed for holding the meeting or adjourned meeting at which the proxy is used

10. CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 10 1 Any corporation which is a member of the Company may by resolution of its board of *directors or other governing body* authorise such person as it decides to act as its representative at any meeting of the Company, and the person so authorised is entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company

11. BOARD OF DIRECTORS

- 11 1 Unless otherwise decided by the Company in general meeting, the number of members of the board of Directors must be not less than four nor more than twenty

- 11 2 No person may be appointed as a Director

11 2 1 unless he is a natural person who has reached the age of 18 years, or

11 2 2 in circumstances such that, had he already been a Director, he would have been disqualified from acting under Article 13

- 11 3 The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors

- 11 4 No person must be appointed or reappointed a Director pursuant to an ordinary resolution under Article 11 5 unless, not less than fourteen nor more than thirty-five clear days before the date set for the meeting, notice signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the details which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors together with a notice signed by that person of his willingness to be appointed or reappointed

- 11 5 In addition to the power of the Directors to appoint a Director as specified in Article 11 3, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director

- 11 6 Subject to Articles 11 8 to 11 10 an individual appointed Director will be elected for such period commencing from the date of his appointment but not exceeding three years as is decided at the time of his appointment and will (subject to Article 11 1) be eligible for reappointment for a further period(s), with the length of such further period(s) not to exceed three years. However, no Director may serve for a continuous period in excess of six years other than as chairman or a deputy chairman or as provided in Article 11 12

- 11 7 Subject to Articles 11 8 to 11 10 (in the case of a Director who is chairman or a deputy chairman) and Article 11 12, no Director who has retired having just served six continuous years as Director is eligible for reappointment as a Director for one year from the date of his retirement

- 11 8 The Directors will appoint by secret ballot one of its members to be chairman of the Directors for such period not exceeding three years as is decided at the time of the appointment and such individual (subject to Article 11 1) will be eligible for reappointment (again by secret ballot) as chairman for up to two further terms, each of which must not exceed three years

- 11 9 The Directors may appoint by secret ballot one or two of its members to be a deputy chairman of the Directors for such period not exceeding three years as is decided at the time of his appointment and each such individual (subject to Article 11 1) will be eligible for reappointment (again by secret ballot) as deputy chairman for up to two further terms, each of which must not exceed three years
- 11 10 Subject to Article 11 11 a deputy chairman ceasing to hold that office is eligible to be appointed as chairman in accordance with Article 11 8 and a chairman ceasing to hold that office is eligible to be appointed as a deputy chairman in accordance with Article 11 9
- 11 11 The total continuous period of office for which a person may serve as a Director including periods as chairman or deputy chairman must not in any event exceed twelve years after which he will not be eligible to be appointed a Director for one year from the date of his retirement
- 11 12 If a Director is, at the time when he has served for a continuous period of six years as a Director, serving as the Chairman of the English National Ballet School (and is not at that time a chairman or deputy chairman of the Directors, to whom Article 11 8 or 11 9 will apply), then such Director is eligible for reappointment as a Director for a further period of up to three years after which further period he will not be eligible to be reappointed a Director for one year from the date of his retirement

12 POWERS OF THE BOARD OF DIRECTORS

- 12 1 The affairs of the Company will be managed by the Directors who may exercise all the powers of the Company subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with these regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting invalidates any prior act of the Directors which would have been valid if such regulation had not been made
- 12 2 The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may decide Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with such attorney as the Directors may decide and may also authorise any such attorney to delegate all or any of the powers authorities and discretions vested in him
- 12 3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors must from time to time by resolution decide
- 12 4 The continuing members of the board of Directors may act notwithstanding any vacancy in their body However, the members of the board of Directors is at any time reduced in number to less than the minimum prescribed by these Articles, it will be lawful for them to act as the Directors for the purpose of filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose
- 12 5 Any Director may become or continue to be a director, managing director, manager or other officer or member of any other company in which the Company may be interested No such Director will be accountable for any remuneration or other benefits received by him as a director, managing director, manager or other officer or member of any such other company The Directors may exercise the voting power conferred by the shares (if any) in any other

company held or owned by the Company, or exercisable by it or by any of its members as a director or other officer of such or any other company, in such manner in all respects as it decides (including the exercise in favour of any resolutions appointing itself or any of its members, directors, managing directors, managers or other officers of such company, or voting or providing for the payment of remuneration to the directors, managing directors, managers or other officers of that company) but no Director must vote in favour of the exercise of such voting rights in manner stated above, if he may be or be about to be appointed a director, managing director, manager or other officer of such other company, and as such is or may become interested in the exercise of such voting rights in the manner stated above

12 6 The Directors will appoint a secretary and may from time to time appoint a treasurer of the Company For the avoidance of doubt if the person so appointed is a Director he will nevertheless be subject to Article 11

12 7 Anything by the Act or by these Articles required or authorised to be done by or to the secretary may if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors However, provided that any provision of the Act or of these Articles requiring or authorising a thing to be done by or to one or more Directors and the secretary will not be satisfied by it being done by or to the same person acting both as a Director and as, or in place of, the secretary

13 DISQUALIFICATION AND REMOVAL OF DIRECTORS

A Director must cease to hold office if he or she

13 1 ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director,

13 2 is disqualified from acting as a Director by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision),

13 3 ceases to be a member of the Company either personally (or in the case of a member organisation) through an authorised representative,

13 4 becomes incapable by reason of mental disorder, illness or injury or managing or administering his or her own affairs,

13 5 resigns as a Director by notice to the Company (but only if at least four Directors will remain in office when the notice of resignation is to take effect),

13 6 if he absents himself from three successive meetings of the Directors without special leave of absence from the Directors, and a majority of the other Directors pass a resolution that he has by reason of that absence vacated his office

14 PROCEEDINGS OF THE BOARD OF DIRECTORS

14 1 The Directors may meet for the conduct of business, adjourn and otherwise regulate their meetings as they decide, and decide the quorum necessary for the transaction of business However, they must so meet at least four times during any period of 12 months Unless otherwise decided, three members of the board of Directors is a quorum Questions arising at any meeting will be decided by a majority of votes In case of an equality of votes the chairman has a second or casting vote

- 14 2 A Director may, and on the request of a Director the secretary must, at any time summon a meeting of the Directors by notice served upon the several members of the board of Directors. It is not necessary to give notice of a meeting of the Directors to any Director for the time being outside the United Kingdom
- 14 3 The chairman must preside at all meetings of the Directors but, if at any meeting the chairman is not present within 15 minutes after the time set for holding the meeting, a deputy chairman will preside. However, if at any meeting a deputy chairman is not present within 15 minutes as above the members of the board of Directors present must choose one of their number to be chairman of the meeting
- 14 4 A meeting of the Directors at which a quorum is present are competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Directors generally
- 14 5 A Director will not be counted in the quorum present when any decision is made about a matter on which that Director is not entitled to vote
- 14 6 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting
- 14 7 The Directors may delegate any of their functions to committees consisting of two or more Directors and such other persons (not being Directors) as may be appointed to the committee by the Directors. Any committee so formed will, in the implementation of the powers so delegated, conform to any regulations imposed on it by the Directors. The meetings and proceedings of any such committee will be governed by these Articles regulating the meetings and proceedings of the Directors so far as applicable and so far as the same are not superseded by any such regulations made by the Directors. The Directors may also appoint persons (not being Directors) to act as observers or advisers to the committee
- 14 8 All good faith acts done by any meeting of the Directors or of any committee of the Directors or by any individual acting as a Director will, notwithstanding that it is later discovered that there was some defect in the appointment of any such member or individual acting as stated above, or that he, they or any of them were disqualified, be as valid as if every such individual had been duly appointed and was qualified to be a Director
- 14 9 The Directors must cause proper minutes to be made of all appointments of officers made by the Directors and of the proceedings of all meetings of the Company and of the Directors and of committees of the Directors and of all business transacted at their meetings. Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, will be sufficient evidence (save as otherwise stated in these Articles) without further proof of the facts stated in there
- 14 10 A resolution in writing signed by all the members for the time being of the board of Directors, or of any committee, entitled to receive notice of meetings of the Directors or of such committee is as valid and effective as if it had been passed at a meeting of the Directors or of such committee duly convened and constituted. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors and committee members
- 14 11 A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act to promote the purpose of the Company and any personal interest (including but not limited to any personal financial interest)

14 12 Subject to Article 14 13, all acts done by a meeting of Directors, or of a committee, will be valid, despite the participation in any vote of a Director who

- was disqualified from holding office,
- had previously retired or who had been obliged by these Articles to vacate office, or
- was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if without

- the vote of that Director, and
- that Director being counted in the quorum,

the decision has been made by a majority of the Directors at a quorate meeting

14 13 Article 14 12 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 14 12, the resolution would have been void, or if the Director has not complied with Article 14 11

15. THE SEAL

15 1 If the Company has a Seal it must only be affixed to any instrument with the authority of a resolution of the Directors, and in the presence of at least one Director and of the secretary or of a second Director and the Director and the secretary (or such second Director) must sign every instrument to which the Seal is so affixed in their presence and in favour of any purchaser or person dealing in good faith with the Company such signatures will be conclusive evidence of the fact that the Seal has been properly affixed

16. ACCOUNTS

16 1 The Directors must cause proper books of account to be kept about

16 1 1 all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place,

16 1 2 all sales and purchases of goods by the Company, and

16 1 3 the assets and liabilities of the Company

16 2 Proper books will not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions

16 3 The books of account must be kept at the Office, or (subject to section 388 of the Act) at such other place or places as the Directors decide, and will always be open to the inspection of a Director

16 4 The Company in general meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by members of the accounts and books of the Company, or any of them, and subject to such conditions and regulations the accounts and books of the Company will be open to the inspection of members at all reasonable times during business hours

17 AUDIT

- 17 1 Auditors must be appointed and their duties regulated in accordance with sections 485, 475, and 498 to 503 of the Act, save that references in those sections to directors will be deemed to be references to the Directors
- 17 2 The Directors must prepare for each financial year accounts as required by section 394 (or, if applicable, section 399) of the Act. The accounts must be prepared to show a true and fair view and following accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- 17 3 The Directors must keep accounting records as required by sections 386 and 389 of the Act

18. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 18 1 The Directors must comply with the requirements of the Charities Act 2011 about
- 18 1 1 the transmission of the statements of account to the Company,
 - 18 1 2 the preparation of an annual report and its transmission to the Commission,
 - 18 1 3 the preparation of an annual return and its transmission to the Commission
- 18 2 The Directors must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities

19. NOTICES

- 19 1 A notice may be served by the Company on any member, either personally or by sending it through the post in a prepaid letter addressed to that member at his registered address as appearing in the register of members of the Company
- 19 2 Any member described in the register of members by an address not within the United Kingdom, who has from time to time given to the Company an address within the United Kingdom at which notices may be served upon him, is entitled to have notices served on him at that address but, save as stated above, only those members who are described in the register of members by an address within the United Kingdom are entitled to receive notices from the Company
- 19 3 Any notice required by the Act or by these Articles to be given or served will, if served by post, be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving such service it is sufficient to prove that the letter containing the notice was properly addressed and duly posted

20. WINDING UP

- 20 1 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Primary Object of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 4, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object

21 INDEMNITY

- 21 1 Subject to the provisions of the Act, every Director or other officer, employee or auditor of the Company (in each case, current or former) shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company
- 21 2 The board of Directors can resolve to effect indemnity insurance notwithstanding their interest in such a policy The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Directors or other officer, employee or auditor (in each case, current or former) of the Company or of an associated company in respect of any relevant loss Any such indemnity insurance shall comply with the provisions of the Charities Act 2011, as amended from time to time
- 21 3 In this Article 21, "relevant loss" means any loss or liability which has been or may be incurred by a Director or other officer, employee or auditor (in each case, current or former) in connection with that person's duties, powers or office in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or any associated company