

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

To alter clauses in the articles of association

Company name **Surf Life Saving Great Britain**

Company number **2678080**

At a general meeting of the above company, duly convened and held at,

Thurlestone Hotel  
Thurlestone  
Devon  
TQ7 3NN

On the following date **4<sup>th</sup> December 2015**

The following resolution listed was passed as a special resolution,

**RESOLUTION**

That

(1) The following clauses in the articles of association shall be amended as follows

**OBJECTS**

1 1 The object for which the Company is established is to save lives on Britain's beaches and to engage in search and rescue activities and to provide education in all areas relating to, lifesaving, search and rescue and resuscitation for the benefit of the public by

1 1 1 the provision of support for and maintenance of a network of Affiliated Clubs with similar objects,

1 1 2 the promotion and improvement of national and international standards, qualifications and training in water safety, search and rescue, lifesaving, coaching, resuscitation and first aid,

1 1 3 the promotion and organisation of beach and pool training, water sports, lifesaving and search and rescue activities for training, recreation and enjoyment that encourage fitness, team work, responsibility and excellence in pursuit of these objects,

1 1 4 the promotion of the provision of voluntary lifesaving search and rescue services to the community and public at large

(2) The articles of association shall be altered so as to take the form of the articles of association attached to this resolution are in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Register of Companies

*Re. Lawrence*

Chairman

Date 17<sup>th</sup> December 2015



A36

18/12/2015

#435

COMPANIES HOUSE

**Companies Act 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**of**  
**SURF LIFE SAVING GREAT BRITAIN**  
**(as adopted by special resolution passed on 4<sup>th</sup> December 2015)**

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**INTERPRETATION AND LIMITATION OF LIABILITY**

**Defined terms**

In the articles, unless the context requires otherwise—

“act” means the Companies Act 2006,  
“articles” means the company’s articles of association,  
“Company” means Surf Life Saving Great Britain,  
“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,  
“chairman” has the meaning given in article 8 3,  
“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,  
“Board” means the board of trustees of the Company,  
“trustee” means a charity trustee as defined by section 97 of the Charities Act 1993 and a director of the company, and includes any person occupying the position of director, by whatever name called,  
“document” includes, unless otherwise specified, any document sent or supplied in electronic form,  
“electronic form” has the meaning given in section 1168 of the Companies Act 2006,  
“member” has the meaning given in section 112 of the Companies Act 2006,  
“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006,  
“proxy notice” has the meaning given in article 10,  
“special resolution” has the meaning given in section 283 of the Companies Act 2006,  
“subsidiary” has the meaning given in section 1159 of the Companies Act 2006, and  
“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

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

## 1. OBJECTS

- 1 1 The object for which the Company is established is to save lives on Britain's beaches and to engage in search and rescue activities and to provide education in all areas relating to, lifesaving, search and rescue and resuscitation for the benefit of the public by
  - 1 1 1 the provision of support for and maintenance of a network of Affiliated Clubs with similar objects,
  - 1 1 2 the promotion and improvement of national and international standards, qualifications and training in water safety, lifesaving, coaching, resuscitation and first aid,
  - 1 1 3 the promotion and organisation of beach and pool training, water sports, lifesaving and search and rescue activities for training, recreation and enjoyment that encourage fitness, team work, responsibility and excellence in pursuit of these objects,
  - 1 1 4 the promotion of the provision of voluntary lifesaving search and rescue services to the community and public at large
- 1 2 And in furtherance of such object, but not further or otherwise, the Company shall have power -
  - 1 2 1 to cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or electronic media,
  - 1 2 2 to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others,
  - 1 2 3 to foster and undertake research into any aspect of the object of the Company and its work and to disseminate the results of any such research,
  - 1 2 4 to cooperate and enter into arrangements with any organisations or authorities, international, national, local or otherwise,
  - 1 2 5 to accept subscriptions, donations, devises and bequeaths of, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal estate, maintain and alter any of the same as are necessary for the object of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate,
  - 1 2 6 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise,

- 1 2 7 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts,
- 1 2 8 to borrow or raise money for the object of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit provided that the Company shall not undertake any permanent trading activities in raising funds for the object of the Company,
- 1 2 9 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for the object of the Company,
- 1 2 10 to invest the money of the Company not immediately required for its object in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as provided below,
- 1 2 11 to make any charitable donation either in cash or assets for the furtherance of the object of the Company,
- 1 2 12 to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the object of the Company,
- 1 2 13 to employ and remunerate such staff as are necessary to carry on the work and advise the Company, the Company may employ or remunerate a member of the Board only to the extent that it is permitted to do so by clause 2 and provided that it complies with the conditions of that clause,
- 1 2 14 to insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit,
- 1 2 15 subject to the provisions of clause 2 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants,
- 1 2 16 to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to that of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by these articles,
- 1 2 17 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company,

1 2 18 to establish where necessary local regions (whether autonomous or not),

1 2 19 to do all such other lawful things as shall further the above object,

**PROVIDED THAT**

1 2 20 in case the Company shall take or hold any property which may be subject to any trusts, the Company shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts,

1 2 21 the object of the Company shall not extend to the regulation of relations between workers and employers of organisations of workers and organisations of employers,

1 2 22 in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, and the Scottish Charity Regulator, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as the Board would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control of authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Board but it shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated

**2. APPLICATION OF INCOME AND PROPERTY**

2 1 The income and property of the Company shall be applied solely towards the promotion of its object as set forth in these articles and no proportion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company except and provided that

2 1 1 nothing shall prevent any payment in good faith by the Company,

2 1 1 1 of reasonable and proper remuneration to any member, officer or servant of the Company not being a trustee of the board for any services rendered by the Company,

2 1 1 2 of interest on money lent by any member of the Company or of its trustees at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being of a clearing bank selected by the board or 3% whichever is the greater,

2 1 1 3 of reasonable and proper rent for premises demised or let by any member of the Company or the Board,

2 1 1 4 of fees, remuneration or other benefit in money or money's worth to a company of which a trustee of the Board may be a

member holding not more than one one-hundredth part of the capital of the company, and to any trustee of the board for out of pocket expenses,

2 1 2 and no trustee of the Board may

2 1 2 1 buy any goods or services from the Company except on the same terms as are available to members of the Company and in the ordinary course of their furtherance of the Company's object,

2 1 2 2 sell goods, services or any interest in land to the Company,

2 1 2 3 be employed by or receive any remuneration from the Company unless the price, transaction or employment (as the case may be) is previously and expressly approved in writing by the Charity Commission

### **3. LIMITED LIABILITY**

3 1 The liability of the members is limited

### **4. CONTRIBUTIONS TO ASSETS TO THE COMPANY**

4 1 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he 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, such amount as may be required not exceeding £1

### **5. SURPLUS ASSETS**

5 1 If on the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatever, 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 object of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of clause 2, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and insofar as effect cannot be given to such provision, then to some other charitable object

5 2 Nothing in these articles shall authorise an application of the property of the Company for purposes which are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005

### **6. MEMBERS**

6 1 No person shall become a member of the Company unless—

6 1 1 that person has satisfied the criteria for membership and completed an application for membership in a form approved by the Board,

- 6 1 2        that person had paid the appropriate membership fee (if any),
  - 6 1 3        the Board have approved the application, and
  - 6 1 4        that persons name and address are recorded in the Company's register of members
- 6 2        An application for membership may be approved or rejected by the Board  
The Board shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made

## **7. GENERAL MEETINGS**

- 7 1        The Company shall in every calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next provided that so long as the Company holds its first Annual General Meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint. All general meetings other than Annual General Meetings shall be called General Meetings,
- 7 2        The Board may whenever it thinks fit convene a General Meeting and General Meetings shall also be convened on such requisition or in default may be convened by such requisitions as provided by the Act
- 7 3        All general meetings shall be called by at least 14 days' notice in writing, except the Annual General Meeting which shall be called by at least 21 days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting and in case of special business the general nature of that business. The notice must also contain a statement setting out the rights of members to appoint a proxy under section 324 of the Companies Act 2006 and clause 10 of these articles and shall be given in the manner mentioned in clause 10 or in such other manner if any as may be prescribed by the Company in general meeting to such persons as are under the articles of Company entitled to receive such notices from the Company provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed by a majority of the members having a right to attend and vote at the meeting being a majority together representing not less than 90% of the total voting rights at that meeting of all the members,
- 7 4        The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting

## **8. PROCEEDINGS AT GENERAL MEETINGS**

- 8 1        The business of an Annual General Meeting shall include to elect the Chairman, receive and consider the reports of the Chairman of the Board, the

accounts balance sheets the report of the Auditor and other reports of the Board the election of trustees in place of those retiring and any additional trustees, the election of Commissioners and the appointment of and the fixing of the remuneration of the Auditors,

- 8 2 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business and such quorum shall consist of not less than 25 members present in person who are eligible to vote. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened on the requisition of members shall be dissolved, in any other case it shall be adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine,
- 8 3 The Chairman (if any) of the Board shall be elected by the Company by a simple majority. The Chairman shall chair every General Meeting of the Company or if there is no such Chairman or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act the trustees present shall elect one of their number to chair the meeting,
- 8 4 If at any meeting no trustee is willing to act as Chairman or if no trustee is present within 15 minutes after the time appointed for holding the meeting the members present shall choose one of their number to chair the meeting,
- 8 5 The Chairman may with the consent of any 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 but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting,
- 8 6 At any General Meeting a resolution put to the vote of the meeting shall 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 by the Chairman, or by at least 5 members present, or by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting,
- 8 7 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 minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution,
- 8 8 The demand for a poll may be withdrawn,
- 8 9 In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote

## **9. VOTES OF MEMBERS**



- 9 1 Every member having attained the age of 18 years shall have one vote,
- 9 2 Save as herein expressly provided no person other than a member duly registered shall be entitled to vote on any question either personally or by proxy for another member at any general meeting
- 9 3 Subject to clauses 9 1 and 9 2 on a show of hands every member present in person or by proxy or (in the case of a corporation) by an authorised representative shall have one vote and on a poll every member present in person or by proxy or by an authorised representative as aforesaid shall have one vote

## **10. CONTENTS OF PROXY NOTICES**

- 10 1 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which
- 10 1 1 states the name and address of the member appointing the proxy,
  - 10 1 2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
  - 10 1 3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the board may determine, and
  - 10 1 4 is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- 10 2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 10 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 10 4 Unless a proxy notice indicates otherwise, it may be treated as
- 10 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - 10 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

## **11. DELIVERY OF PROXY NOTICES**

- 11 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person
- 11 2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given

11 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

11 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it on the appointor's behalf

## **12. BOARD OF TRUSTEES**

12 1 The affairs of the Company shall be managed by the Board who may pay all expenses incurred in the formation of the Company and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting Any such requirement may be imposed either by the Act or by these articles or by any regulation made by the Company in General Meeting, but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made,

12 2 The Board shall comprise the officers elected at the Annual General Meeting of the Company

12 3 The Board shall cause minutes to be kept,

12 3 1 of all appointments of officers made by the Board,

12 3 2 of the names of the trustees present at each Board meeting, and

12 3 3 of all resolutions and proceedings at all meetings of the Company and of the Board

## **13. POWERS OF THE BOARD**

13 1 The management of the business and control of the Company shall be vested in the Board who in addition to the powers and authorities conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in general meeting

13 2 The trustees of the Board may act notwithstanding any vacancy in their body provided always that if at any time the Board shall be reduced in number below the minimum prescribed herein it shall be lawful for the trustees available to act as the Board for the purpose of admitting additional persons to membership of the Company to fill vacancies in their body The Board may at any time appoint any person to be a trustee either to fill a casual vacancy or as an addition to the existing membership Any person so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of trustees who are to retire by rotation at such meeting

13 3 Without prejudice to the general powers conferred by these articles it is hereby expressly declared that the Board shall be entrusted with the following powers namely -

- 13 3 1 to pay the costs charges and expenses preliminary and incidental to the formation and establishment of the Company and matters incidental thereto,
- 13 3 2 to purchase and otherwise acquire for the Company any property rights or privileges which the Company is authorised to acquire at such price and generally upon such terms and conditions as they may think fit,
- 13 3 3 to raise or borrow money for the purposes of the Company from any person corporation or other body and may with the approval of the Charity Commissioners of England and Wales secure the repayment of the same with any interest or premium thereon by mortgage or charge upon the whole or any parts of the assets and property of the Company present or future and to issue debentures either charged upon the whole or any part of the assets and property of the Company or not so charged and in that connection to take out and keep on foot a sinking fund or redemption policies,
- 13 3 4 to appoint and at their discretion remove or suspend from office any staff or employees for permanent temporary or special services as they may from time to time think fit and to invest them with such powers as they may think expedient and to determine their duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit,
- 13 3 5 to institute conduct defend compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment of satisfaction of any debts due and of any claims or demands by or against the Company,
- 13 3 6 to make and give receipts releases or other discharges for money payable to the Company and for claims and demands of the Company,
- 13 3 7 to determine who shall be entitled to sign on behalf of the Company any bills notes receipts acceptances endorsements cheques releases contracts and documents,
- 13 3 8 from time to time to make all such regulations and bye-laws as they think proper with regard to the affairs and concerns of the Company and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient PROVIDED THAT the same do not contravene any of the provisions herein contained and PROVIDED THAT no bye-laws or regulations shall be made under part which would amount to such and any addition to or modification of the articles

#### **14. COMMISSIONS AND MANAGEMENT**

- 14 1 The Board may delegate any of its powers to commissions, or committees consisting of such persons as it thinks fit

- 14 2 Any commission or committee so formed shall conform to any regulations that may be imposed on it by the Board and shall report all relevant acts and proceedings to the Board as soon as is reasonably practicable
- 14 3 A commission or committee may meet and adjourn as it thinks proper Questions arising shall be determined by a majority of votes of the members present and in the case of equality of votes the Commissioner shall have a second or casting vote
- 14 4 There shall be a number of commissions as required by the Company at anytime and agreed with the trustees that enable the Company to carry out its object in the funding and trading environment in which it finds itself There shall be a Lifesaving Commission, a Lifesaving Sport Commission, and a Regional Affairs Commission as a minimum
- 14 5 Each Commission established under 14 4 shall
- 14 5 1 be governed by regulations made by the trustees from time to time as set out in the bye-laws of the Company,
  - 14 5 2 be subject to ratification at the next Annual General Meeting of the Company following the decision to create any new commissions,
  - 14 5 3 be chaired by a Commissioner who shall be elected at the Annual General Meeting of the Company, and shall have the right to attend Board meetings as required to report all relevant acts and proceedings of their commission,
- 14 6 A CEO may be appointed to exercise day-to-day management of the affairs of the Company answerable to the Board

## **15. DISQUALIFICATION OF TRUSTEES**

- 15 1 A person ceases to be a trustee of the Board as soon as—
- 15 1 1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
  - 15 1 2 is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
  - 15 1 3 a bankruptcy order is made against that person,
  - 15 1 4 a composition is made with that person's creditors generally in satisfaction of that person's debts,
  - 15 1 5 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a trustee and may remain so for more than three months,
  - 15 1 6 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,

15 1 7 notification is received by the Company from the trustee that the trustee is resigning from office, and such resignation has taken effect in accordance with its terms

15 1 8 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 177 of the Act

## **16. DECLARATION OF TRUSTEES' INTERESTS**

16 1 A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A trustee must absent himself or herself from any discussions of the Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest)

## **17. CONFLICTS OF INTERESTS**

17 1 If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provisions in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply

17 1 1 the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,

17 1 2 the conflicted trustees does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting, and

17 1 3 the unconflicted trustees consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying

17 2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person

## **18. ACCOUNTS**

18 1 The Board shall cause accounting records to be kept in accordance with Sections 386 and 387 of the Act

18 2 The accounting records shall be kept at the registered office of the Company or subject to Section 388 of the Act at such other place or places as the Board thinks fit and shall always be open to the inspection of the officers of the Company

18 3 The Board shall from time to time in accordance with Sections 423 and 441 of the Act cause to be prepared and to be laid before the Company in general

meeting such income and expenditure accounts balance sheets accounts (if any) and reports as are referred to in those Sections

- 18 4 A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Company in general meeting together with a copy of the auditor's report shall not less than 14 days before the date of the meeting be sent to every member of the Company provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware

## **19. AUDIT**

- 19 1 Auditors shall be appointed and their duties regulated in accordance with Sections 485 and 516 of the Act

## **20. MEANS OF COMMUNICATION TO BE USED**

- 20 1 Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company

- 20 2 Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being

- 20 3 Any notice to be given to or by any person pursuant to the articles

20 3 1 must be in writing, or

20 3 2 must be given in electronic form

- 20 4 The Company may give any notice to a member either

20 4 1 personally, or

20 4 2 by sending it by post in a prepaid envelope addressed to the member at his or her address, or

20 4 3 by leaving it at the address of the member, or

20 4 4 by giving it in electronic form to the member's address

- 20 5 A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company

- 20 6 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called

- 20 7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

20 8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006

20 9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given

20 9 1 48 hours after the envelope containing it was posted, or

20 9 2 in the case of an electronic form of communication, 48 hours after it was sent

## **21. RULES OR BYELAWS**

21 1 The Board may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Company and conditions of membership and in particular but without prejudice to the generality of the above it may by such rules or byelaws regulate

21 1 1 the admission and classification of members of the Company and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the subscriptions and other fees or payments to be made by members,

21 1 2 the conduct of members of the Company in relation to one another and to the Company's employees,

21 1 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,

21 1 4 the procedure at general meetings and meetings of the Board and Commissions insofar as such procedure is not regulated by these articles

21 2 The Company in General meeting shall have power to alter or repeal the rules or byelaws and to make additions to them and the Board shall adopt such means as it deems sufficient to bring to the notice of members of the Company all such rules or byelaws which so long as they shall be in force shall be binding on all members of the Company provided nevertheless that no rule or byelaw shall be inconsistent with or shall affect or repeal anything contained in these articles