

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE HEREFORD CATTLE SOCIETY
Company number 12100**

(Adopted by Special Resolution passed on 18th July 2023)

1. Interpretation

- 1.1 In these Articles unless the context requires the following words and phrases shall have the meanings set against them in this clause.

Act: the Companies Act 2006;

Area: each and every area of the United Kingdom as stated in Schedule 1;

Area Director: A Director appointed pursuant to the procedure stated in Article 4.4.1 or 4.5;

Articles: the Society's articles of association for the time being in force;

Business Day: any day (other than a Saturday or Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

Chair Person: the person appointed in accordance with Article 4.14.1 or Article 4.14.4 to act as chair person;

Charities Act: the Charities Act 2011;

Charity Commission: the Charity Commission for England and Wales;

Chief Executive Officer: the person appointed to act as chief executive officer in accordance with Article 5.1

Clear Days: in relation to a period of notice, a period of days not including the day for which it is given or on which it is to take effect;

Co-opted Director: A Director of the Society appointed pursuant to the procedure stated in Article 4.4.3;

Director: a director of the Society. The Directors are charity trustees as defined in the Charities Act;

Document: unless otherwise specified any document sent or supplied in hard copy or electronic form (as such terms are referred to in section 1168 of the Act);

Election Year: 2025 and every subsequent second year;

Life Member: a person who is a life member at the date of adoption of these Articles;

Main Directors Meeting: the four Directors meetings held in February, May, September and November in each year or which are held at different times in substitution for such meetings;

Member:

- (i) A Life Member;
- (ii) A person; or
- (iii) an Organisation:

who or which is a member of the Society on the date of adoption of these Articles or who is later admitted to membership in accordance with these Articles and does not cease to be a Member by reason of retirement, failure to renew annual membership when due, expulsion, death, winding up of a society, dissolution of an Organisation or any other procedure whereby a Member ceases to exist;

Objects: the objects of the Society referred to in Article 2;

Organisation: a company, partnership, firm association club or any other organisation;

Representative: a person appointed on behalf of a Member Organisation in accordance with Article 3.5;

Scrutineers: the person or persons appointed to act as scrutineers in accordance with Articles 4.4.1.2 and 4.5.3.2;

Special resolution: has the meaning given in section 283 of the Act;

Society: the Hereford Cattle Society, a company limited by guarantee with registered number 12100 and a charity registered with the Charity Commission with charity number 217428;

United Kingdom: Great Britain and Northern Ireland;

Vice Chair Person: the person appointed in accordance with Article 4.14.1 or Article 4.14.4 to act as vice chair person;

Writing: the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods whether sent in hard copy or electronic form (as such terms are referred to in section 1168 of the Act);

Youth Director: a Director appointed pursuant to the procedure in Article 4.4.2.

- 1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an Article is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - (a) any subordinate legislation from time to time made under it;
 - and

- (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase introduced by the terms 'including', 'include', 'in particular' or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2. Objects

- 2.1 The Society is established for the purposes expressed in the Memorandum of Association.
- 2.2 Nothing in these Articles shall authorise an application of the property of the Society for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word 'charitable purposes' in force in any part of the United Kingdom.
- 2.3 In pursuance of the Objects but not further or otherwise the Society has the power to:-
 - 2.3.1 accept or disclaim any gift of money legacy or other property;
 - 2.3.2 raise funds by way of subscription, donation or otherwise;
 - 2.3.3 trade in the course of carrying out the Objects;
 - 2.3.4 establish or purchase companies to carry on any trade and any such companies shall be empowered to remunerate its directors and officers (including any Directors who are also its directors and officers) as it shall determine.

3. Membership

- 3.1 The number of members of the Society is unlimited.
- 3.2 All existing Members shall remain members of the Society in the status existing on the date of adoption of these Articles.
- 3.3 Application for membership.

The Society shall admit to membership an individual who or an Organisation which:-

- (a) applies to the Society using the application process approved from time to time by the Directors;
- (b) is approved by the Directors; and

(c) pays such admission fee as fixed by the Directors from time to time.

3.4 Annual Subscription

Members shall pay to the Society an annual subscription in such amount at such time and by such method as the Directors determine prior to the period to which such subscription applies.

3.5 Representatives of Members which are Organisations

3.5.1 An Organisation which is a Member must appoint a person to act as its Representative at any meeting of the Society and to exercise on behalf of the Organisation the rights of the Organisation as a Member.

3.5.2 The Organisation must give notice in Writing of the name of its Representative to the Society and in the absence of such notice the Society shall not be obliged to recognise the entitlement of the Representative to exercise the rights of the Organisation at general meeting or otherwise. Having received such notice, the Society shall consider that the person named in it as the Representative shall continue to be its Representative until notice in Writing to the contrary is received by the Society.

3.5.3 The Society shall be entitled to consider that any notice received by it in accordance with Article 3.5.2 is conclusive evidence that the Representative is entitled to represent the Organisation and that their authority has not been revoked. The Society shall not be required to consider whether the Representative has been properly authorised by the Organisation.

3.5.4 An Organisation which is a Member may at any time revoke its appointment, appointing a person to act as its Representative in accordance with Article 3.5.1 and may also nominate a person to act as its Representative in their place in both instances in Writing and the provisions of Articles 3.5.2 and 3.5.3 shall apply to such revocation and appointment.

3.6 Termination of Membership

A Member shall cease to be a Member if:-

3.6.1 the Member dies or if it is an Organisation it ceases to exist;

3.6.2 the Member resigns by giving not less than two months notice to the Society in Writing;

3.6.3 any subscription or other sum payable by the Member to the Society remains unpaid for 120 days after being demanded by the Society in Writing and the Directors have resolved that such Member shall cease to be a Member; or

3.6.4 the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Society that membership of that Member is terminated. Such a resolution may not be passed unless:-

3.6.4.1 the Member has been given at least 14 Clear Days notice in Writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed;

3.6.4.2 the Member, or at the option of the Member, the Member's representative (who need not be a Member of the Society and in the case of a Member Organisation need not be the Representative) has been given a reasonable opportunity to make representations to the meeting either in person (which can be by way of electronic link in which the Member who is subject to the proposed resolution or their representative can be heard and seen by the Directors and the Directors can be heard and seen by that Member or their representative) or in Writing. If representations are to be made in Writing they must be received by the Society no less than three Business Days prior to the meeting of the Directors at which the resolution will be proposed;

3.6.4.3 the Directors have considered any representations made by the Member or their representative in accordance with Article 3.6.4.2; and

3.6.4.4 the Directors have resolved that it is in the best interests of the Society that the Member is removed from membership and informed the Member in Writing of their decision.

3.7 Right of Appeal

There shall be no right of appeal to a resolution by the Directors in accordance with Article 3.6.4.4.

3.8 Effect of Termination of Membership

If a Member ceases to be a member pursuant to Article 3.6 that Member:-

3.8.1 shall remain liable to pay to the Society any subscription or other sum owed by them due and owing prior to such cessation of membership;

3.8.2 shall not be entitled to a refund of any subscription paid to the Society; and

3.8.3 if they are a Director will immediately cease to be a Director.

3.9 Liability of Members

The liability of each Member is limited to £5 being the amount that each Member undertakes to contribute to the assets of the Society in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:-

3.9.1 payment of the Society's debts and liabilities contracted before they cease to be a Member; and

3.9.2 payment of the costs, charges and expenses of the winding up.

4. Directors

4.1 Number of Directors

Unless otherwise determined by ordinary resolution of the Society the number of Directors shall not be less than eight and shall not be more than twenty which shall comprise:-

4.1.1 not more than sixteen Area Directors;

4.1.2 not more than one Youth Director; and

4.1.3 not more than three Co-opted Directors.

4.2 Alternate Director

A Director may not appoint an alternate director or anyone to act on their behalf at meetings of Directors

4.3 Qualification of Directors

4.3.1 Area Directors shall only be eligible to be appointed if:-

4.3.1.1 on the date of nomination they are a Member or a Representative;

4.3.1.2 in the year ended 30th June immediately prior to their nomination they or the Member Organisation of

which they are the Representative have registered one or more Hereford calves with the Society;

4.3.1.3 for one year or more as at 1st July immediately prior to their nomination:-

4.3.1.3.1 they have been a Member; or

4.3.1.3.2 in the case of a Representative the Member for whom they have been a Representative has been a Member and they have been a Representative for that Member for more than one year as at 1st July immediately prior to their nomination;

4.3.1.4 their geographical address as notified to the Society as being their principal geographical address or in the case of a Representative the principal geographical address of the Member Organisation which they represent is located within the Area for which they are being nominated; and

4.3.1.5 they have not served in whole or in part in two consecutive terms of office as Area Director after 31st December 2023.

4.3.2 Youth Directors shall not be eligible to be appointed unless:-

4.3.2.1 on the date of nomination they are a Member or a Representative; and

4.3.2.2 on the date of the annual general meeting prior to the Directors meeting at which they are appointed they are 18 years of age or older and are less than 27 years of age.

4.3.3 Co-opted Directors shall be required to fulfil such criteria and hold such qualifications as the Area Directors and the Youth Director shall from time to time determine.

4.4 Appointment of Directors

4.4.1 Area Directors shall be appointed in accordance with this Article 4.4.1.

4.4.1.1 Area Directors shall be elected in accordance with the provisions of these Articles prior to the annual general meeting of the Society to be held in each Election Year and subject to the provisions of these Articles.

4.4.1.2 The Directors shall appoint an independent person or persons who shall be a member of a professional organisation governing the provision of accountancy or legal services but not a Member or Representative or member of staff of the Society to act as Scrutineers.

4.4.1.3 The Scrutineers shall:-

- (a) consider and determine any objection raised to the insertion or omission of any Member from the list of Members;
- (b) examine nomination papers and voting papers for the purposes of ascertaining whether they are valid;
- (c) exclude a Member nominated from the appointment process if they have reasonable grounds to believe that the nominee:-
 - (i) does not fulfil eligibility criteria stated in Article 4.3.1; or
 - (ii) that if appointed such appointment would immediately cease for one of the reasons stated in Article 4.7.2; or
 - (iii) that if appointed such appointment would result in that Director serving as a Director for a period longer than that permitted by these Articles.
- (d) where necessary count the votes;
- (e) otherwise oversee the process of determining the list of Members and appointment of Area Directors;
- (f) report to the annual general meeting (or later to the Directors if any result is not known at the time of the annual general meeting) the results of the appointment process; and
- (g) report to the Directors the result of any process (other than the results of the appointment process

referred to in Article 4.4.1.3 (f)) which they have overseen or determined.

4.4.1.4 In July of each Election Year the Society shall advise Members of the name and contact details of the Scrutineers shall prepare a list of Members registered in each Area and shall advise the Members of the dates between which it is available for inspection and shall for the space of one calendar month make it available:-

- (a) for inspection by Members at the Society's registered office; and
- (b) by electronic communication to a Member who requests it in Writing.

4.4.1.5 During the inspection period referred to in Article 4.4.1.4 any Member may by notice in Writing to the Scrutineers object to the list on the grounds that the name of any Member is wrongly inserted or omitted from it and shall specify the incorrect insertion or omission and grounds for objection. Any objection so made shall be decided by the Scrutineers their decision shall be final and the list of Members shall if necessary be altered according to the Scrutineers decision.

4.4.1.6 The list of Members made available to the Members pursuant to Article 4.4.1.4 as varied by the Scrutineers pursuant to Article 4.4.1.5 (if applicable) shall be conclusive evidence as to the persons entitled to be nominated and to vote in each Area at the next following election of Area Directors.

4.4.1.7 In every Election Year the Society will within one month of whichever is the later of;

- (a) the expiry of the inspection period referred to in Article 4.4.1.4 without any notice being received by the Scrutineers pursuant to Article 4.4.1.5; or
- (b) the determination by the Scrutineers of any objection raised pursuant to Article 4.4.1.5

send a nomination paper to each Member:-

- (i) inviting each Member to nominate a Member or Representative registered within the same Area as them to be appointed Area Director;

- (ii) specifying the date by which such nomination paper is to be received by the Society which shall not be less than 10 Business Days after they are sent to Members ('Nomination Return Date'); and
 - (iii) specifying any other directions the Directors consider appropriate.
- 4.4.1.8 No Member or Representative shall be eligible for election as an Area Director unless they:-
- (a) have been nominated as a candidate for election by at least two other Members;
 - (b) have advised the Society in Writing of their willingness to be appointed; and
 - (c) the nomination papers duly signed by the Member or Representative returning it is received by the Society by way of hard copy prior to the Nomination Return Date.
- 4.4.1.9 Upon expiration of the Nomination Return Date if the number of candidates duly nominated for any Area is one, the candidate so nominated shall be deemed to be elected.
- 4.4.1.10 If in any Area on the Nomination Return Date no candidates are nominated the unfilled position shall remain vacant until later appointment during the second following Election Year in accordance with this Article 4.4.1.
- 4.4.1.11 If in any Area the number of candidates duly nominated exceeds one the following provisions of this Article 4.4.1.11 shall apply:-
- (a) the Society shall as soon as possible send to each Member registered in the Area to which it applies a voting paper containing:-
 - (i) the names of all Members and Representatives nominated;
 - (ii) the date by which such voting paper is to be received by the Scrutineers which shall not be less than 10 Business Days after they are sent to the Member ('Voting Return Date'); and
 - (iii) any other directions the Directors consider appropriate.

- (b) every Member who receives a voting paper may cast up to two votes and must if they desire to vote return the voting paper to the Scrutineers in accordance with the directions and within the timescale stated on the voting paper;
- (c) the person with the highest number of votes will be appointed as Area Director for that Area;
- (d) if there is more than one person with the highest number of votes the equality shall be resolved by such method which gives all candidates with the equality of votes an equal chance as the Scrutineers shall decide.

4.4.2 Any person who is eligible to be a Youth Director in accordance with Article 4.3.2 and who is permitted by law and willing to act as Youth Director shall be appointed to act as Youth Director by resolution of the Directors made at the Directors meeting immediately following the annual general meeting.

4.4.3 Subject to Article 4.1.3 any person who is willing to act as a Co-opted Director and who is permitted by law to do so may be appointed to be a Co-opted Director by resolution of the Directors and may be remunerated on such terms and conditions as the Directors shall decide.

4.5 Transitional Arrangements

4.5.1 The provisions of this Article 4.5 shall only apply in respect of:-

4.5.1.1. Area Directors appointed on adoption of these Articles;

4.5.1.2 Area Directors appointed pursuant to the provisions of Article 4.5.3; and

4.5.1.2 the duration of appointment of Area Directors appointed on the adoption of these Articles and pursuant to Article 4.5.3.

4.5.2 Persons who are members of Council of the Society pursuant to the articles of association of the Society applicable immediately prior to the adoption of these Articles and who are registered as a Director at Companies House immediately prior to the adoption of these Articles shall be deemed to be Area Directors with effect from the adoption of these Articles to and including 31st December 2023 and subject to the provisions of these Articles.

4.5.3 Area Directors shall be appointed in accordance with this Article 4.5.3.

4.5.3.1 Area Directors shall be elected in accordance with the provisions of these Articles prior to the annual general meeting of the Society to be held in November 2023 and subject to the provisions of these Articles.

4.5.3.2 The Directors shall appoint an independent person or persons who shall be a member of a professional organisation governing the provision of accountancy or legal services but not a Member or Representative or member of staff of the Society to act as Scrutineers.

4.5.3.3 The Scrutineers shall:-

- (a) consider and determine any objection raised to the insertion or omission of any Member from the list of Members;
- (b) examine nomination papers and voting papers for the purposes of ascertaining whether they are valid;
- (c) exclude a Member nominated from the appointment process if they have reasonable grounds to believe that the nominee:-
 - (i) does not fulfil eligibility criteria stated in Articles 4.3.1.1, 4.3.1.2, 4.3.1.3 or 4.3.1.4; or
 - (ii) that if appointed such appointment would immediately cease for one of the reasons stated in Article 4.7.2;
- (d) where necessary count the votes;
- (e) otherwise oversee the process of determining the list of Members and appointment of Area Directors; and
- (f) report to the annual general meeting (or later to the Directors if any result is not known at the time of the annual general meeting) the results of the appointment process.

- 4.5.3.4 In July 2023 the Society shall advise Members of the name and contact details of the Scrutineers and shall prepare a list of Members registered in each Area shall advise the Members of the dates between which it is available for inspection and shall for the space of one calendar month make it available:-
- (a) for inspection by Members at the Society's registered office; and
 - (b) by electronic communication to a Member who requests it in Writing.
- 4.5.3.5 During the inspection period referred to in Article 4.5.3.4 any Member may by notice in Writing to the Scrutineers object to the list on the grounds that the name of any Member is wrongly inserted or omitted from it and shall specify the incorrect insertion or omission and grounds for objection. Any objection so made shall be decided by the Scrutineers their decision shall be final and the list of Members shall if necessary be altered according to the Scrutineers decision.
- 4.5.3.6 The list of Members made available to the Members pursuant to Article 4.5.3.4 as varied by the Scrutineers pursuant to Article 4.5.3.5 (if applicable) shall be conclusive evidence as to the persons entitled to be nominated and to vote in each Area at the 2023 election of Area Directors.
- 4.5.3.7 In 2023 the Society will within one month of whichever is the later of:
- (a) the expiry of the inspection period referred to in Article 4.5.3.4 without any notice being received by the Scrutineers pursuant to Article 4.5.3.5; or
 - (b) the determination by the Scrutineers of any objection raised pursuant to Article 4.5.3.5

send a nomination paper to each Member:-

- (i) inviting each Member to nominate a Member or Representative registered within the same Area as them to be appointed Area Director;

- (ii) specifying the date by which such nomination paper is to be received by the Society which shall not be less than 10 Business Days after they are sent to Members ('Nomination Return Date'); and
- (iii) specifying any other directions the Directors consider appropriate.

4.5.3.8 No Member or Representative shall be eligible for election as an Area Director unless they:-

- (a) have been nominated as a candidate for election by at least two other Members;
- (b) have advised the Society in Writing of their willingness to be appointed; and
- (c) the nomination papers duly signed by the Member or Representative returning it is received by the Society by way of hard copy prior to the Nomination Return Date.

4.5.3.9 If in any Area on the Nomination Return Date no candidates are nominated one unfilled position shall remain vacant until later appointment during the next following Election Year and one shall remain vacant until later appointment during the second following Election Year in accordance with Article 4.4.1.

4.5.3.10 Upon expiration of the Nomination Return Date if the number of candidates duly nominated for any Area is one:-

(a) the candidate so nominated shall be deemed to be elected and shall serve for two years or four years commencing 1st January 2024 as that candidate shall notify to the Society in Writing during 2024;

(b) the unfilled position shall remain unfilled:-

- a. until appointment by the election in the 2027 Year if the candidate deemed to be elected notifies the Society that they will serve for two years commencing 1st January 2024; and
- b. until appointment by the election in the 2025 if the candidate deemed to be elected notifies the Society that they will serve for four years commencing 1st January 2024.

4.5.3.11 If in any Area the number of candidates nominated is two both candidates so nominated shall be deemed to be elected.

4.5.3.12 If in any Area the number of candidates duly nominated exceeds two the following provisions of this Article 4.5.3.12 shall apply:-

(a) the Society shall as soon as possible send to each Member registered in the Area to which it applies the name and contact details of the Scrutineers and a voting paper containing:-

(i) the names of all Members and Representatives nominated;

(ii) the date by which such voting paper is to be received by the Scrutineers which shall not be less than 10 Business Days after they are sent to the Member ('Voting Return Date'); and

(iii) any other directions the Directors consider appropriate.

(b) every Member who receives a voting paper may cast up to two votes and must if they desire to vote return the voting paper to the Scrutineers in accordance with the directions and within the timescale stated on the voting paper;

(c) the two persons with the highest number of votes will be appointed as Area Director for that Area; and

(d) if there are:-

a. more than two persons with the highest number of votes; or

b. one person with the highest number of votes and two or more persons with the second highest number of votes;

the equality shall be resolved by such method which gives all candidates with the equality of votes an equal chance as the Scrutineers shall decide.

4.5.3.13 Where two Area Directors are appointed in respect of an Area:-

(a) by nomination in accordance with Article 4.5.3.11 the Area Director who received the highest number of nominations; or

(b) by election in accordance with Article 4.5.3.12 the Area Director who received the highest number of votes

shall decide which of those two Area Directors serves for two years commencing 1st January 2024 and which serves for four years commencing 1st January 2024 and shall notify the Society their decision in Writing during January 2024 and in the event of an equality of nominations or votes the equality shall be resolved by such method which gives both Area Directors an equal chance as the Scrutineers shall decide.

4.6 Duration of Appointment of Directors

4.6.1 Area Directors hold office:-

4.6.1.1 If appointed by the procedure contained in Article 4.4.1 for four years commencing on 1st January immediately following their appointment; and

4.6.1.2 If appointed by the procedure contained in Article 4.7.4 for the period commencing on the date of their appointment and ending on the date of expiry of the appointment of the Director they replaced had that Director continued to the end of their term of office;

in each case subject to the provisions for cessation and termination of office contained in these Articles.

4.6.2 A Youth Director shall hold office:-

4.6.2.1 If appointed at the Directors meeting immediately following the annual general meeting for one year commencing 1st January immediately following their appointment; and

- 4.6.2.2 if appointed other than at the Directors meeting immediately following an annual general meeting from the date of their appointment to and including 31st December next following.
- 4.6.3 Co-opted Directors will hold office for the period commencing on the date of their appointment to and including:-
 - 4.6.3.1 if their appointment is made in an Election Year 31st December in the next following Election Year; and
 - 4.6.3.2 if their appointment is made in a year which is not an Election Year 31st December in the second Election Year following their appointment; or
 - 4.6.3.3 the passing of a resolution by the Area Directors terminating the appointment of a Co-opted Director

whichever is first to occur.
- 4.7 Death, resignation of Directors, cessation of Directors appointment and appointment of replacements.
 - 4.7.1 A Director may resign as a director of the Society on giving notice in Writing to the Society and such notice shall be effective immediately on receipt by the Society.
 - 4.7.2 A Director shall cease to hold office if they:-
 - 4.7.2.1 cease to be a Director by reason of any provision in the Act or are otherwise prohibited by law from being a director;
 - 4.7.2.2 are disqualified from acting as a charity trustee by virtue of the Charities Act;
 - 4.7.2.3 in the case of Area Directors and the Youth Director they cease to be a Member;
 - 4.7.2.4 have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;
 - 4.7.2.5 die;
 - 4.7.2.6 in the case of Area Directors and the Youth Director who are the Representative of a Member Organisation pursuant to Article 3.5.2 that Organisation ceases to exist; or

- 4.8.2.7 in the case of Area Directors and the Youth Director who are the Representative of a Member Organisation that Organisation revokes its appointment in accordance with Article 3.5.4.
- 4.7.3 An Area Director shall cease to hold office if:-
 - 4.7.3.1 they are absent from three consecutive Main Directors Meetings; and
 - 4.7.3.2 the Directors resolve that their appointment be terminated.
- 4.7.4 If an Area Director ceases to be a Director for any reason the Society shall conduct the same procedure as provided for in Article 4.4.1 to appoint a replacement save that the Directors shall adapt that procedure so that it is effective in the circumstances; it commences as soon as possible after that Directors cessation in office and it is only applicable to the Members in the Area which had appointed that Area Director who has ceased to hold office;
- 4.7.5 If a Youth Director ceases to hold office the Directors may by resolution passed at a Directors meeting following such cessation appoint a replacement being a person who is eligible in accordance with Article 4.3.2 who is permitted by law to do so and is willing to act as Youth Director.
- 4.7.6 If a Co-opted Director ceases to hold office the Directors shall decide whether a replacement is appointed.
- 4.8 Powers of Directors
 - 4.8.1 Subject to the provisions of the Act, the Charities Act, these Articles and any Special Resolution of the Society the Directors shall be responsible for the management of the Society's business and may exercise all the powers of the Society for that purpose.
 - 4.8.2 No alteration to these Articles or any Special Resolution shall invalidate any prior act of the Directors.
 - 4.8.3 A meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
 - 4.8.4 The Directors may delegate, on such terms of reference as they think fit any of their powers and functions to any committee of Directors comprising at least three Area Directors.

- 4.8.5 The Directors may delegate the implementation of their decisions or day to day management of the affairs of the Society to any person or persons on such terms of reference as they see fit.
- 4.8.6 The Directors may revoke or alter a delegation.
- 4.8.7 All acts and proceedings of any person or committee shall be fully and promptly reported to the Directors.
- 4.8.8 The Directors may from time to time establish such rules as they may consider necessary for or conducive to the effective operation of the Society.
- 4.8.9 The Society in general meeting may alter, add to or repeal the rules by ordinary resolution.
- 4.8.10 The rules shall be binding on all Members and no rule shall be inconsistent with or shall affect or repeal anything contained in these Articles.

4.9 Conflicts of interests

- 4.9.1 A Director must declare the nature and extent of any interest, direct or indirect, which they have or may have in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared.
- 4.9.2 A Director must absent themselves from any discussions of the Directors or any committee of the Society and shall not be entitled to vote in respect of a matter in which a conflict has arisen or in which it is possible that a conflict will arise between their duty to act solely in the interests of the Society and any personal interest (including, but not limited to, any personal financial interest).
- 4.9.3 If a conflict of interests has arisen or may arise for a Director because of a duty of loyalty owed to another organisation or person, a Director must absent themselves from any discussions of the Directors or any committee of the Society and shall not be entitled to vote in respect of a matter in which a conflict of interests because of a duty owed to another organisation or person has arisen or in which it is possible that conflict will arise between their duty to act solely in the interests of the Society and another organisation or person.

4.10 Proceedings of Directors

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

4.10.2 All acts done by a meeting of the Directors or of a committee or person appointed by the Directors in accordance with these Articles shall not be invalidated by the subsequent realisation that:-

4.10.2.1 the appointment of any such committee, Director or person was defective; or

4.10.2.2 any or all of them were disqualified; or

4.10.2.3 any or all of them were not entitled to vote on the matter.

4.11 Calling a Directors' meeting

4.11.1 A meeting of the Directors may be called by not less than seven Area Directors by instructing the Chief Executive Officer in Writing or if there is none appointed the Chair Person to give such notice.

4.11.2 Notice of a meeting of the Directors must be given to each Director in Writing and shall include:-

(a) the time and date of the meeting which shall not be less than 14 days after the giving of such notice;

(b) the place of the meeting;

(c) the general particulars of the business to be considered at the meeting; and

(d) if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

4.12 Participating in Directors' meetings

4.12.1 Any Director may participate in a meeting of the Directors in person or by means of video conference or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants visually and audibly.

4.12.2 If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

4.13 Quorum for Directors' meetings

4.13.1 The quorum for Directors' meetings shall be seven Area Directors.

4.13.2 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

4.13.3 If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to appoint Co-opted Directors or appoint further Co-opted Directors.

4.14 Chairing Directors' meetings

4.14.1 The Directors at the first Directors meeting of a calendar year which is not an Election Year shall appoint one of themselves to chair the meeting until such time as a Chair Person and Vice Chair Person is appointed. The Directors shall at that meeting appoint one of their number as Chair Person and one of their number as Vice Chair Person for the period commencing on the date and time of their appointment and ending immediately prior to the commencement of the first Directors meeting in the calendar year after the first Election Year following their appointment, although that term may be renewed and is subject to earlier termination pursuant to Article 4.14.4.

4.14.2 At any meeting of the Directors the Chair Person shall chair that meeting or in their absence (including absence for the whole or a part of a meeting due to a conflict of interest or conflict of loyalty) the meeting shall be chaired by the Vice Chair Person.

4.14.3 If at any meeting of the Directors neither the Chair Person nor the Vice Chair Person is present at the meeting within ten minutes of the time at which it was to start, or the Chair Person and Vice Chair Person are obliged to absent themselves due to a conflict of interest or conflict of loyalty, the participating Directors must appoint one of themselves to chair the meeting.

4.14.4 The Directors may terminate the appointment of a Chair Person or Vice Chair Person by resolution at any time and appoint others in their place.

4.15 Decision -making by Directors

- 4.15.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 4.16.
- 4.15.2 Each Director has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote.
- 4.16 Written Resolution by Directors
 - 4.16.1 A decision of the Directors is taken in accordance with this Article when all eligible Directors indicate to each other in accordance with Article 4.16.2 they share a common view on a matter.
 - 4.16.2 Such a decision may take the form of a resolution in Writing, copies of which have been signed by each eligible Director.
 - 4.16.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
 - 4.16.4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.
- 4.17 The Directors will comply with the requirements of the Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of
 - 4.17.1 annual reports;
 - 4.17.2 annual returns; and
 - 4.17.3 annual statements of account.
- 4.18 The Directors shall be entitled to inspect the accounting records of the Society at any reasonable time during normal office hours.
- 4.19 The Directors shall cause the Society to keep the following records in Writing and in permanent form:-
 - 4.19.1 minutes of proceedings at general meetings;
 - 4.19.2 minutes of meetings of Directors and of committees of Directors including the names of the Directors present at each such meeting;

4.19.3 copies of resolutions of the Society and the Directors; and

4.19.4 particulars of appointments of officers made by the Directors.

5. Chief Executive Officer

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

5.2 A Chief Executive Officer who is also a Director may not be remunerated, otherwise than as permitted by these Articles.

6. President

6.1 The Directors may at the Directors meeting immediately following the annual general meeting appoint any Member or Representative to act as the President and in their absence a Vice President of the Society for a term of one year commencing 1st January immediately following the meeting at which they are appointed.

6.2 The President and Vice President may be remunerated on such terms and conditions as the Directors from time to time shall decide.

7. Chair Person and Vice Chair Person Remuneration

The Chair Person and Vice Chair Person appointed in accordance with Article 4.14.1 or Article 4.14.4 may be remunerated on such terms as the Directors from time to time shall resolve.

8. Annual General Meetings

8.1 Scheduling an Annual General Meeting

The Society shall hold an annual general meeting each year on such date in November at such time and place as may be determined by the Directors.

8.2 Business at an Annual General Meeting

The business at an annual general meeting shall include:-

8.2.1. the consideration of the accounts, balance sheets, reports of the Directors and auditors;

8.2.2. receiving reports of Scrutineers acting in the appointment of Directors in accordance with Article 4.4.1.3(f); and

8.2.3. the appointment of auditors.

8.3 Notice of Annual General Meeting

8.3.1 Annual general meetings shall be called on a minimum of 21 Clear Days notice.

8.3.2 The notice of the annual general meeting shall specify the date time and place of the meeting and the general nature of the business to be transacted. It shall also include a statement pursuant to the Act setting out the right to Members to appoint proxies.

8.3.3 The notice of the annual general meeting shall be given to:

- (a) each Member;
- (b) each Director;
- (c) the auditors for the time being of the Society; and
- (d) the solicitors for the time being of the Society.

8.4 Accidental omission of Notice

Proceedings at an annual general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

8.5 Proceedings at the Annual General Meeting

8.5.1 Every annual general meeting of the Society shall have a chair:

- (a) the Chair Person shall chair the annual general meeting of the Society or, if the Chair Person is absent, the Vice Chair Person shall act as chair.
- (b) if neither the Chair Person nor the Vice Chair Person is present within 15 minutes of the time appointed for the meeting, a Director elected by the Directors present shall chair the meeting.
- (c) if no Director is present and willing to chair the meeting within 25 minutes of the time appointed for the meeting, the Members present shall choose one of their number to chair the meeting.

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

8.5.3 A quorum for an annual general meeting is seven Members who are present in person or by proxy or through their

Representatives and who are entitled to vote on the business to be conducted at the meeting.

8.5.4 Any Member may participate in an annual general meeting in person or by means of video conference or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants visually and audibly.

8.5.5 If within one hour from the time appointed for the meeting a quorum is not present, or during the meeting a quorum ceases to be present, the meeting shall be adjourned until such other date, time and place as the Directors shall determine. If at the adjourned meeting a quorum is not present within one hour from the time appointed for the meeting, those Members present in person or by proxy or through their Representatives and entitled to vote shall be a quorum.

8.5.6 The chair of an annual general meeting may adjourn such a meeting when a quorum is present, if the meeting consents to an adjournment, and shall adjourn such a meeting if directed to do so by the meeting. The chair shall specify either that the meeting:

- (a) is to be adjourned to a particular date, time and place;
- or
- (b) shall be adjourned to a date, time and place to be appointed by the Directors;

and shall have regard to any directions as to date, time and place which have been given by the meeting.

8.5.7 If an annual general meeting is adjourned until more than 30 days after the date on which it was adjourned, the Society shall give at least seven Clear Days notice of it to the same persons to whom notice of the annual general meetings is required to be given and containing the same information which such notice is required to contain.

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

8.6 Voting at annual general meetings

8.6.1 A vote on a resolution proposed at an annual general meeting shall be decided by a show of hands unless before, or on the

declaration of the result of the show of hands a poll is demanded.

- 8.6.2 On a show of hands or on a poll, every Member and Representative shall have one vote.
- 8.6.3 Any objection to the qualification of any voter must be raised 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 such objection must be referred to the chair of the meeting whose decision is final.
- 8.6.4 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.
- 8.6.5 A poll may be demanded by:
 - (a) the chair of the meeting;
 - (b) five or more persons having the right to vote on the resolution; or
 - (c) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 8.6.6 A poll demanded on the election of a person to chair an annual general meeting or on a question of adjournment must be taken immediately.
- 8.6.7 Otherwise, a poll demanded must be taken either immediately or at such time and place as the chair of that annual general meeting directs, provided that it is taken within 30 days after it was demanded. If not taken immediately, either the time and place at which it is to be taken shall be announced at the meeting at which it was demanded or at least seven Clear Days notice shall be given specifying the time and place at which the poll is to be taken.
- 8.6.8 The poll shall be conducted in such manner as the chair directs and the chair may fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the annual general meeting at which the poll was demanded.
- 8.6.9 If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting.

8.6.10 The chair of the annual general meeting is entitled to vote at the annual general meeting provided they are entitled to vote as a Member or Representative and whether or not they are entitled to vote as a Member or Representative in the case of an equality of voting may cast the casting vote

9. Extra-ordinary General Meetings

9.1 A general meeting of the Members of the Society which is not an annual general meeting (whether original or adjourned) shall be an extra-ordinary general meeting.

9.2 Notice of Extra-ordinary General Meetings

9.2.1 Extra-ordinary general meetings shall be called on a minimum of 21 'Clear Days' notice if the purpose of the meeting includes a proposal to pass a Special Resolution and a minimum of 14 Clear Days in all other instances.

9.2.2 The notice of an extra-ordinary general meeting shall specify the date, time and place of that meeting and the general nature of the business to be transacted. It shall also include a statement pursuant to the Act setting out the right to Members to appoint proxies.

9.2.3 The notice of an extra-ordinary general meeting shall be given to:

- (a) each Member;
- (b) each Director;

9.3 Accidental omission of Notice

Proceedings at an extra-ordinary general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

9.4 Proceedings at the extra-ordinary general meeting

9.4.1 Every extra-ordinary general meeting of the Society shall have a chair:

- (a) the Chair Person shall chair the extra-ordinary general meeting of the Society or, if the Chair Person is absent, the Vice Chair Person shall act as chair.
- (b) if neither the Chair Person nor the Vice Chair Person is present within 15 minutes of the time appointed for the meeting, a Director elected by the Directors present shall chair the meeting.

- (c) if no Director is present and willing to chair the meeting within 25 minutes of the time appointed for the meeting, the Members present shall choose one of their number to chair the meeting.

9.4.2 No business shall be transacted at any extra-ordinary general meeting unless a quorum is present.

9.4.3 A quorum is seven Members or Representatives who are present in person or by proxy and who are entitled to vote on the business to be conducted at the meeting.

9.4.4 Any Member may participate in an extra-ordinary general meeting in person or by means of video conference or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants visually and audibly.

9.4.5 If within one hour from the time appointed for the meeting a quorum is not present, or during the meeting a quorum ceases to be present, the meeting shall be adjourned until such other date, time and place as the Directors shall determine. If at the adjourned meeting a quorum is not present within one hour from the time appointed for the meeting, those Members present in person or by proxy or through their Representatives and entitled to vote shall be a quorum.

9.4.6 The chair of an extra-ordinary general meeting may adjourn such a meeting when a quorum is present, if the meeting consents to an adjournment, and shall adjourn such a meeting if directed to do so by the meeting. The chair shall specify either that the meeting:

- (a) is to be adjourned to a particular date, time and place;
or
- (b) shall be adjourned to a date, time and place to be appointed by the Directors;

and shall have regard to any directions as to date, time and place which have been given by the meeting.

9.4.7 If an extra-ordinary general meeting is adjourned until more than 30 days after the date on which it was adjourned, the Society shall give at least seven Clear Days notice of it to the same persons to whom notice of the extra-ordinary general meetings is required to be given and containing the same information which such notice is required to contain.

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

9.5 Voting at Extra-ordinary General Meetings

9.5.1 A vote on a resolution proposed at an extra-ordinary general meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands a poll is demanded.

9.5.2 On a show of hands or on a poll, every Member, whether an individual or an organisation, shall have one vote.

9.5.3 Any objection to the qualification of any voter must be raised 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 such objection must be referred to the chair of the meeting whose decision is final.

9.5.4 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.

9.5.5 A poll may be demanded by:

- (a) the chair of the meeting;
- (b) five or more persons having the right to vote on the resolution; or
- (c) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

9.5.6 A poll demanded on the election of a person to chair an extra-ordinary general meeting or on a question of adjournment must be taken immediately.

9.5.7 Otherwise, a poll demanded must be taken either immediately or at such time and place as the chair of an extra-ordinary general meeting directs, provided that it is taken within 30 days after it was demanded. If not taken immediately, either the time and place at which it is to be taken shall be announced at the meeting at which it was demanded or at least seven Clear Days notice shall be given specifying the time and place at which the poll is to be taken.

- 9.5.8 The poll shall be conducted in such manner as the chair directs and the chair may fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the extra-ordinary general meeting at which the poll was demanded,
- 9.5.9 If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting.
- 9.5.10 The chair of an extraordinary general meeting is entitled to vote at the extraordinary general meeting provided they are entitled to vote as a Member or Representative and whether or not they are entitled to vote as a Member or Representative in the case of an equality of voting may cast the casting vote

10. Proxies

- 10.1 A Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Society.
- 10.2 Proxies may only be validly appointed by a notice in writing (here meaning hard copy) (a 'proxy notice') which:
- 10.2.1 states the name and address of the Member appointing the proxy;
 - 10.2.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 10.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 10.2.4 is delivered to the Society in accordance with these Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate.
- A Proxy Notice which is not delivered in such manner shall be invalid.
- 10.3 The Society may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

- 10.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 10.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.
- 10.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Society by or on behalf of that person, but should they do so the proxy appointed shall cease to be entitled to so attend, speak or vote.
- 10.7 An appointment under a Proxy Notice may be revoked by delivering to the Society a notice in writing (here meaning hard copy) given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 10.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 10.9 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by evidence in Writing (here meaning hard copy) of the authority of the person who executed it to execute it on the appointor's behalf.

11. Winding up

- 11.1 On the winding up or dissolution of the Society, after provision has been made for all its debts and liabilities, any assets or property that remains (the 'Society's remaining assets') shall not be paid or distributed to the Members (except to a Member that is itself a charity and qualifies to benefit under this Article) but shall be applied or transferred:
- 11.1.1 directly for one or more of the Objects;
 - 11.1.2 to any charity or charities for purposes similar to the Objects; or
 - 11.1.3 to any charity or charities for particular purposes falling within the Objects.

- 11.2 The decision on who is to benefit from the Society's remaining assets pursuant to Article 11.1, may be made by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Directors at or before the time of winding up or dissolution.
- 11.3 In the event that no resolution is passed by the Members or by the Directors in accordance with this Article, the Society's remaining assets shall be applied for charitable purposes as directed by the court or the Charity Commission.

12. Seal

- 12.1 The seal, if any, may only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors.
- 12.2 The Directors may determine by what means and in what form the seal is to be used.
- 12.3 Unless otherwise decided by the Directors, if the seal is affixed to a Document, the Document must also be signed by two Directors.

13. Communications

- 13.1 The Society may deliver a notice or other Document to a Member:
 - 13.1.1 by delivering it by hand to the address recorded for the Member in the register of Members;
 - 13.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address recorded for the Member in the register of Members;
 - 13.1.3 by electronic mail to an address notified by the Member in Writing; or
 - 13.1.4 by a link to a website or other form of electronic download, the address of which shall be notified to the Member in Writing.
- 13.2 This Article does not affect provisions in any relevant legislation or the Articles requiring notices or Documents to be delivered in a particular way.
- 13.3 If a notice or Document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
- 13.4 If a notice or Document is sent:
 - 13.4.1 by post or other delivery service in accordance with Article 13.1.2, it is treated as being delivered;

13.4.1.1 48 hours after it was posted, if first class post was used; or

13.4.1.2 96 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a notice or Document was delivered by post or other delivery service by showing that the envelope containing the notice or Documents was:

13.4.1(a) Properly addressed; and

13.4.1(b) Put into the post system or given to delivery agents with postage or delivery paid,

13.4.2 by electronic mail, it is treated as being delivered at the time it was sent;

13.4.3 by a website or other form of electronic download, it is treated as being delivered when the material was first made available on the website or other form of electronic download, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material is available on the website or other form of electronic download.

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

14. Indemnity

14.1 Subject to Article 14.2, but without prejudice to any indemnity to which they may otherwise be entitled:

14.1.1 every Director or former director of the Society shall be indemnified out of the assets of the Society in relation to any liability they incur in that capacity; and

14.1.2 every other officer or former officer of the Society may be indemnified out of the assets of the Society in relation to any liability they incur in that capacity.

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

Schedule 1

"The Areas"

1. Northern Ireland means all the Administrative Counties throughout the whole of Northern Ireland.
2. Scotland means all the Administrative Counties throughout the whole of Scotland.
3. Wales means all the Administrative Counties throughout the whole of Wales.
4. North of England means the Administrative Counties of Cheshire, Cumbria, Durham, Greater Manchester, Lancashire, Merseyside, Northumberland, North Yorkshire, South Yorkshire, West Yorkshire, Isle of Man and all the Unitary Authorities contained within this area.
5. South of England means the Administrative Counties of Berkshire, East Sussex, Greater London, Gloucestershire, Hampshire, Isle of Wight, Kent, Surrey, West Sussex, Wiltshire and all the Unitary Authorities contained within this area.
6. South West of England means the Administrative Counties of Cornwall, Devon, Dorset, Somerset and all the Unitary Authorities contained within this area.
7. Midlands and East Anglia means the Administrative Counties of Bedfordshire, Buckinghamshire, Cambridgeshire, Derbyshire, Essex, Hertfordshire, Leicestershire, Lincolnshire, Norfolk, Northamptonshire, Nottinghamshire, Oxfordshire, Suffolk, Warwickshire and all the Unitary Authorities contained within this area.
8. West Midlands means the Administrative Counties of Herefordshire, Shropshire, Staffordshire, West Midlands, Worcestershire and all the Unitary Authorities contained within this area.