

INCORPORATED UNDER
THE COMPANIES ACTS 1908 TO 1917

ASSOCIATION NOT FOR PROFIT
LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF

ROYAL BRITISH LEGION INDUSTRIES LTD
Company number 00158479

Formerly The Royal British Legion Industries (Preston Hall) Incorporated
and before that British Legion Industries (Preston Hall) Incorporated
and before that Preston Hall Industries (Incorporated) Limited
and before that The Industrial Settlements (Incorporated) Limited

Adopted by Special Resolution passed the 15th day of July 1967

Amended by Special Resolution passed the 13th day of July 1968
Amended by Special Resolution passed the 6th day of May 1978
Amended by Special Resolution passed the 21st day of October 1982
Amended by Special Resolution passed the 29th day of January 1983
Amended by Special Resolution passed the 24th day of September 1988
Amended by Special Resolution passed the 1st day of October 1994
Amended by Special Resolution passed the 10th day of October 1996
Amended by Special Resolution passed the 2nd day of May 2007
Amended by Special Resolution passed the 29th day of September 2009
Amended by Special Resolution passed the 29th day Of September 2016
Amended by Special Resolution passed the 28th day of June 2018
Amended by Special Resolution passed the 18th day of October 2022

1. (a) In these Articles:

“Acts” means The Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity or any statutory modification or re-enactment to such Acts for the time being in force.

“Articles” means the Charity’s articles of association.

“Associate Members” means persons who have been approved as such in accordance with Article 16.1.

“Board” means the Members for the time being on the Board of Directors of the Charity.

“Charity” means Royal British Legion Industries Limited.

“Directors” mean the directors of the Charity. The Directors are charity trustees as defined by section 177 of the Charities Act 2011.

“electronic form” has the meaning given in section 1168 of the Companies Act 2006.

“Full Members” means persons who have applied to become a Member and such membership has been accepted in accordance with Article 13.

“in writing” means the representation, reproduction of words, symbols or other information in a visible form by any method or continuation of methods, whether set or supplied in electronic form or otherwise.

“Members” mean the members of the Charity.

“Special Resolution” means a resolution of the Members (or a class of Members) passed by a majority of at least 75% of the total voting rights of Members who are entitled to vote.

- (b) Words importing the singular number only include the plural number and vice versa.
- (c) Words importing the masculine only include the feminine and vice versa.
- (d) Words importing persons include corporations.
- (e) Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Act 2006 but excluding any statutory modification not in force when this constitution becomes binding on the Charity.
- (f) Throughout this memorandum and articles of association ‘charitable’ means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.
- (g) For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales.

2. The name of the Charity is "ROYAL BRITISH LEGION INDUSTRIES LIMITED".
3. The registered office of the Charity will be situated in England.
4. The objects for which the Charity is established are:
 - (a) The relief of those in need by reason of age, ill health, disability or incapacity.
 - (b) The relief of the charitable needs of Members and former members of HM Forces, their relatives and dependants.
 - (c) The advancement of education and training.
 - (d) The relief of unemployment for the benefit of the public in such ways as may be thought fit including assistance to find employment.
 - (e) To promote equality of opportunities for people with disabilities in particular in relation to their access to employment.
 - (f) For the purposes of these objects, the word "disability" includes any physical, mental or sensory disability or disadvantage or restriction of activity however caused and whether permanent or temporary, irrespective of the person's race, nationality, religious belief, sex, sexual orientation or age.
5. The Charity shall have power to do anything that a natural or corporate person can lawfully do which is necessary or expedient in furtherance of its objects unless prohibited in the Articles.
- 6(1) The means by which the Charity may promote its objects (whether alone or jointly with others) shall include (but shall not be limited to):
 - (a) the provision of housing and associated amenities;
 - (b) the provision of social and community facilities;
 - (c) the provision of rehabilitation, nursing and care services;
 - (d) the provision of warden services;
 - (e) the provision of employment;
 - (f) the provision of employment agency and other employment services;
 - (g) the provision of employment related or other services in respect of Government funded programmes;
 - (h) the provision of education and training; and
 - (i) the provision of disability awareness training and support for employers and prospective employers of people with disabilities.
- 6(2) Without limiting the powers described in Article 5 the Charity shall have power:
 - (a) to take or grant or otherwise dispose of any interest in land or other assets;

- (b) to carry out works (whether alone or jointly) including construction, development or redevelopment to land, buildings or other property;
- (c) subject to such consents as may be required by law to borrow money, issue loan stock or raise money in such manner as the Charity shall think fit and to secure the repayment of any money borrowed, raised, or owing by such security as the Charity shall see fit (including by way of floating charge) upon the whole or any part of the Charity's property or assets (whether present or future) and also by giving similar security to secure and guarantee the performance of the Charity of any obligation or liability it may undertake or which may become binding on it;
- (d) to employ and pay employees, workers, consultants, managers and agents of the Charity and to make all reasonable provision for the payment of pensions or superannuation to such employees and their dependants and to recruit and retain voluntary workers;
- (e) to buy, sell, deal in and exchange the raw materials for and the finished products of the industry of persons employed by the Charity;
- (f) to establish, work and maintain factories, workshops, workrooms, business premises and premises for sale and exchange of merchandise whether alone or jointly;
- (g) to insure and arrange insurance cover for the Charity from and against all such risks as the Board may think fit to pay any premium in respect of such insurance;
- (h) to insure and arrange insurance cover for and to indemnify its Members, employees and voluntary workers from and against all such risks incurred in the proper performance of their duties as it shall consider appropriate and to pay any premium in relation to indemnity insurance in respect of liabilities of its Directors or any of them which would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in respect of the Charity provided that such insurance shall not extend to any liability in respect of an act or omission which such Director or Directors knew or ought reasonably to have known was a breach of duty or trust or which was committed by such Director or Directors recklessly without due regard as to whether such act or omission might be a breach of duty or trust;
- (i) to obtain by subscriptions, donation, grants, bequests, devices or otherwise lands, property, moneys, securities or any real or personal property which may be made available or useful for the purposes of the Charity and to utilise or employ such assets for all or any of such purposes;
- (j) to organise (whether alone or jointly) events or activities for the purposes of raising funds or contributions or of promoting the objects of the Charity or otherwise making known the objects and the purposes of the Charity and to employ the funds of the Charity in advertising or for obtaining funds from such events and activities;
- (k) to invest the moneys of the Charity not immediately required for its objects in or upon 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 hereinafter provided;

- (l) to subscribe to or become a member of and co-operate with any other organisation, whether incorporated or not, whose objects are wholly or in part similar to those of the Charity;
- (m) subject to such consents as may be required by law to purchase or otherwise acquire or to encourage or promote any in any way support or aid the establishment and development of any subsidiary or associated company established for the purposes of carrying on any trade or business either for the purpose of raising funds for the Charity or for the furtherance of the objects of the Charity;
- (n) to adopt such means of making known the objects and needs of the Charity as may seem expedient and in particular by advertising in the press or by sending out circulars or by publication of books, pamphlets or reports dealing with the objects and aims of the Charity;
- (o) to undertake and execute any trusts which may seem desirable and either gratuitously or for a fee;
- (p) to make donations grants, interest bearing or interest free loans or provide services or assistance to such persons and organisations and on such terms as the Charity shall think fit to further the objects of the Charity;
- (q) to transfer all or any part of the undertaking, assets and liabilities of the Charity to any other institution, company or other charity, whether incorporated or not, having objects altogether or in part similar to those of the Charity or to amalgamate with any such institution, company or charity provided that such other institution, company or charity shall prohibit the payment of dividend, bonus, or profit to its members at least to as great an extent as such payment is prohibited to Members of this Charity by these Articles;
- (r) to sell or dispose of the whole or any part of the undertaking of the Charity either together or in portions for such consideration as the Charity may think fit.

PROVIDED THAT in case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

7. The income and property of the Charity, however derived, shall be applied solely towards the promotion of the objects of the Charity as set out in these Articles, and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Charity provided that nothing in these Articles shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Charity or to any Member of the Charity in return for any services actually rendered to the Charity, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Charity, but so that no member of the Board or governing body of the Charity shall be appointed to any salaried office of the Charity, or any office of the Charity paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Charity to any Member of such Board or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Charity and the cost of any insurance provided to any member of the Board or governing body pursuant to Article 6(2)(h). Provided that the provision last aforesaid shall not apply to any payment to any charity of which a member of the Board or governing body may be a member and in which such Member shall not hold more than one hundredth

part of the capital and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

8. The liability of the Members is limited.
9. Every Member of the Charity undertakes to contribute to the assets of the Charity in the event of its being wound up while he or she is a Member or within one year afterwards for payment of the debts and liabilities of the Charity contracted before he or she ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.
10. If upon the winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Charity but shall be given or transferred to The Royal British Legion or (if it shall not then be in existence) to some other institution or institutions having charitable objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Article 7. Such institution or institutions to be determined by Members of the Charity at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object.

CONSTITUTION

11. The Charity is established for the purposes expressed in these Articles.
12. For the purpose of registration the number of Members was declared not to exceed 250 but the Board may at any time resolve to increase the numbers.

MEMBERS

- 13(1) The Charity shall consist of those members who have agreed to become a Member of the Charity together with such other persons as shall be duly elected in accordance with the provisions of these Articles and are approved by the Directors. Every Member of the Charity must first be proposed by a member of the Board and then elected by a majority of the Board. The name of every Member shall be entered on the register of members and the address given by any Member shall be his registered address. Applications for membership shall be in the following form:

"To Royal British Legion Industries Ltd

I,

of

desire to become a member of the above Charity subject to the Articles of Association, and I request you to enter my name in the Register of Members accordingly and unless and until I notify you in writing of any change therein to register the above address as my registered address.

Dated the day of 20 ."

- 13(2) The decision of the Board as to whether or not any application for admission to membership of the Charity shall be accepted shall be final and conclusive. They may in their absolute discretion and without giving any reason by majority vote refuse to admit any applicant to membership.
- 13(3) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application. The Directors must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision. The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representation must be notified to the applicant in writing but shall be final.
- 14 The rights and privileges of every Member of the Charity shall be personal to himself and not transferable or transmissible by his own act or by operation of law and shall cease on death, resignation or exclusion.
- 15 Every Member shall abide by and observe all regulations and by-laws of the Charity made pursuant to the powers in these Articles.

CLASSES OF MEMBERSHIP

- 16(1) In addition to Full Members of the Charity, there shall also be Associate Members. Associate Members have no voting rights or any other rights of Full Members of the Charity. Associate Members are members of the public who wish to be associated with and help promote the aims and goals of the Charity. Associate Members can become associates at any time and will be asked to become associates by the Directors.
- 16(2) The Directors may not directly or indirectly alter the rights or obligations attached to full membership.
- 16(3) The rights attached to a class of membership may only be varied if:
- (a) three quarters of the Members of that class consent in writing to that variation; or
 - (b) a special resolution is passed at a separate general meeting of the Members of that class agreeing to the variation.

TERMINATION OF MEMBERS

- 17 Membership is terminated if:
- (a) the Member dies or if it is an organisation, ceases to exist;
 - (b) the Member resigns by written notice to the Charity in accordance with Article 19 unless, after the resignation, there would be less than two Members;
 - (c) the Member is deemed to retire pursuant to Article 20(1) and a continuation of membership notice has not been served and/or accepted by the Board;
 - (d) any sum due from the Member to the Charity is not paid in full within six months of it falling due;
 - (e) the Member is removed from membership in accordance with Article 18 or 22(1).

REMOVAL OF MEMBERS

- 18(1) Any Member who shall fail to observe any regulation of the Charity or of any lawful by-law, regulation or order of the Board, or whose continuance of membership shall in the opinion of the Board be against the interests of the Charity, may be excluded from the Charity by a resolution of a majority of at least two-thirds of the Board present and voting at a meeting of the Board at which not less than five Members of the Board (exclusive of the Member whose removal of exclusion is in question, if he happens to be a member of the Board) shall be present, but any Member whom it is proposed so to exclude shall be given a proper opportunity of being present at such meeting, and of being heard in opposition to his exclusion.
- 18(2) Such Member shall have seven clear days' notice sent to him of such meeting and he may attend the meeting but shall not be present at the voting or (subject as aforesaid) take part in the proceedings otherwise than as the Board allows.
- 18(3) A Member excluded in accordance with Articles 18(1) and 18(2) shall immediately cease to be a Member of the Charity following the passing of such resolution.
- 19 Any Member may resign from the Charity by giving one month's notice in writing to the Charity of his intention so to do, and upon the expiration of such notice, he shall cease to be a Member.
- 20(1) Every Member shall be deemed to have given written notice of his intention to resign from the Charity expiring at a date ten years after the date of his entry as a Member on the register ("the resignation date") unless prior to the resignation date, he gives notice in writing of members to the Charity ("a continuation of membership notice") that he wishes to remain a Member. A continuation of membership notice shall be deemed to constitute an application for membership and the provisions of Article 13(1) shall apply save that such Member shall not require to be proposed by a member of the Board.
- 20(2) The provisions of Article 20(1) shall apply on each 10th anniversary of the resignation date as if such anniversary were the resignation date.
- 21 A Director who (for whatever reason) ceases to hold such office shall immediately be deemed to have resigned as a Member of the Charity but may re-apply for membership in accordance with the provisions of Article 13(1).
- 22(1) Any Member who fails to attend three successive annual general meetings of the Charity shall be deemed to have resigned from the Charity with effect from a date one month after the holding of the last such annual general meeting, unless prior to such date, he shall have re-applied for membership in accordance with the provisions of Article 13(1) or the Board has resolved to continue his membership.
- 22(2) A Member who has served a continuation of membership notice or has re-applied for membership in accordance with any of the foregoing provisions of the Articles, shall remain a Member of the Charity until the date of the meeting of the Board at which his application is considered, but if he is not elected at such meeting, he shall be deemed to have resigned from Charity with effect from the date of such meeting.

GENERAL MEETINGS

- 23 The Charity shall in each 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 fifteen months shall elapse between the date of one annual

general meeting of the Charity and that of the next. The annual general meeting shall be held at such time and place as the Directors shall appoint.

- 24 All general meetings other than annual general meetings shall be called general meetings.
- 25 The Directors may whenever they think 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 Companies Act 2006.
- 26 An annual general meeting and a meeting called for the passing of a Special Resolution shall be called within a minimum of twenty-one days' notice in writing. All other general meetings shall be called with a minimum of fourteen days' notice in writing. The notice shall exclude of the day on which it is served or deemed to be served and the day for which it is given and shall specify the place, the day and the hour of meeting and in case of special business, the general nature of that business shall be given in such other manner (if any) as may be prescribed by the Charity in general meeting to such persons (including the auditors) as are under these Articles or the Acts, entitled to receive such notice from the Charity. Provided that a meeting of the Charity 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:
- (a) in the case of a meeting called as the annual general meeting, by all the Members, entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members, having a right to attend and vote at the meeting being a majority together representing not less than ninety per cent of the total voting rights at that meeting of all the Members.
- 27 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 of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 28(1) No business shall be transacted at any general meeting unless a quorum of Members is present or by proxy at the time when such meeting proceeds to business. Such quorum shall be ten Members present or by proxy if the number of Members of the Charity shall be fifty or upwards, but if the number of Members of the Charity shall be less than fifty, such quorum shall be five Members present or by proxy.
- 28(2) If within half-an-hour from the time appointed for the meeting, a quorum is not present, the meeting if convened upon the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to some day within the following fourteen days to be fixed by the Chairman. Due notice of such adjournment and the time and place of holding such adjourned meeting shall be given to the Members, and if within half-an-hour from the time appointed for such adjourned meeting, a quorum is not present, the Members then present constitute a quorum.
- 28(3) The President or in his absence, the Chairman of the Board shall preside over every general meeting of the Charity.
- 28(4) If the President or Chairman is not present within twenty minutes after the time appointed for holding the meeting, the Members present shall choose some member of the Board to be Chairman.

- 29 Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes, the Chairman shall both on a show of hands and at a poll, have a casting vote in addition to the vote to which he may be entitled as a Member.
- 30(1) At any general meeting unless a poll is demanded by at least three Members present in person or by proxy entitled to vote, or by the Chairman, a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the book containing the minutes of proceedings of the Charity 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.
- 30(2) If a poll is demanded in accordance with Article 30(1), it shall be taken in such manner, and at such time and place as the Chairman of the meeting directs, and either at once, or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.
- 31 The Chairman may with the consent of the meeting adjourn any 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.

VOTES OF MEMBERS

- 32 Every Member present in person or by proxy shall at a general meeting of the Charity have one vote.
- 33 Should votes improperly given be counted by the Chairman in declaring any resolution passed, the same shall not vitiate such resolution unless pointed out to the Chairman at the same meeting at which the resolution is passed, and not in that event unless the Chairman shall deem the error to be of sufficient magnitude to vitiate the resolution.

PROXY NOTICES

- 34(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated by such manner as the Directors may determine; and
 - (d) is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 34(2) The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 34(3) Proxy notices may specify how the proxy appointed under them is to vote (or that proxy is to abstain from voting) on one or more resolutions.
- 34(4) 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.
- 34(5) 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 Charity by or on behalf of that person.
- 34(6) An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of that person by whom or on whose behalf the proxy notice was given.
- 34(7) 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.
- 34(8) If a proxy notice is not executed by the person appointment the proxy, it must be accompanied by written evidence of the authority of that person who executed it to execute it on the appointor's behalf.

WRITTEN RESOLUTIONS

- 35(1) A resolution in writing agreed by a simple majority (or in the case of a Special Resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to every eligible Member;
 - (b) a simple majority (or in the case of a Special Resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
 - (c) it is contained in authenticated document which has been received at the registered office within the period of twenty eight days beginning with the circulation date.
- 35(2) A written resolution in writing may comprise several copies to which one or more Members have signified their agreement.
- 35(3) In the case of a Member that is an organisation, its authorised representative may signify its agreement.

THE BOARD

- 36(1) A Director must be a natural person aged 16 years or older.
- 36(2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 51.
- 37 The affairs of the Charity shall be managed by the Board of Directors consisting of a minimum of two but not more than fifteen Members of the Charity (excluding any ex-officio members of the Board). The President for the time being of the Charity shall be ex-officio a member of the Board. The Board shall from time to time select one of its Members to be Chairman and he shall hold office as Chairman until the first meeting of the Board following the next annual general meeting when he will retire from the office as Chairman, but be eligible for re-election.

- 38 The Charity may by ordinary resolution:
- (a) appoint a Member who is willing to act to be a Director; and
 - (b) determine the rotation in which any additional Directors are to retire.
- 39 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
- (a) he or she is recommended for re-election by the Directors; or
 - (b) not less than fourteen nor more than thirty five clear days before the date of the meeting, the Charity is given notice that:
 - i. is signed by a Member entitled to vote at the meeting;
 - ii. states the Member's intention to propose the appointment of a person as a Director;
 - iii. contains the details that if the person were to be appointed, the Charity would have to file at Companies House; and
 - iv. is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 40 All Members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty eight clear days notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
- 41 The appointment of a Director whether by the Charity in general meeting or by the other Directors must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.
- 42(1) At each annual general meeting a Director then in office who has held office for three years or more shall retire from office but can offer themselves for re-election at the end of the period.
- 42(2) A retiring Director shall (unless he is removed from office or his office is vacated in accordance with the Articles) retain office until the close of the meeting at which he retires or (if earlier) when a resolution is passed at that meeting not to fill the vacancy or to appoint another person in his place or the resolution is put to the meeting and lost.
- 42(3) If any Director became appointed Directors on the same day to those due to retire, such retirement shall (unless they otherwise agreed among themselves) be determined by lot.
- 43 The Board shall comprise the following officers: a President, Vice-Presidents and not more than fifteen Directors. Such Directors shall be Members of the Charity. The President and Vice-Presidents shall first be proposed by the Board and shall be seconded by a Member of the Charity. Any Member may propose or second the names of persons for election as such Directors. Notwithstanding any of the foregoing provisions of this Article the Charity may in general meeting resolve that any vacancy on the Board be not filled.

MEETINGS OF THE BOARD

- 44(1) The Board shall meet at such times and places as it shall determine, but the Secretary (if any) of the Charity shall, on the requisition of the President or the Chairman or any three members of the Board summon a meeting of the Board.
- 44(2) The quorum for a meeting of the Board shall be four Directors. On any matter to be decided by the Board, each Director shall have one vote, save that in the case of an equality of votes, the Chairman shall have a second or casting vote. The President and Vice Presidents shall not have a vote.
- 44(3) The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 44(4) Questions arising at a meeting shall be decided by a majority of votes.
- 45 A Director shall not vote at a meeting of the Board on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interest of the Charity. A Director shall not be counted in the quorum present at a meeting of the Board in relation to a resolution on which he is not entitled to vote.
- 46 If a question arises at a meeting of the Board as to the right of a Director to vote, the question may, before the conclusion of the Meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.
- 47 Any casual vacancy which may occur in the office of President or Vice-President or in the office of Chairman of the Board or among the Directors may be filled by the Board, but the person so elected will hold office only until the next annual general meeting when he will retire, but will be eligible for re-election in accordance with Article 39.
- 48(1) A resolution in writing or in electronic form agreed by all of the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
- 48(2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

DIRECTORS' INTERESTS

- 49(1) If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interest where the following conditions apply:
- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other origination or person;
 - (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
 - (c) the unconflicted Directors consider it is in the interest of the Charity to authorise the conflict of interests in the circumstances applying.
- 49(2) In this Article, a conflict of interest 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 Director or to a connected person.

- 50 A Director 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 Charity or in any transaction or arrangement entered into by the Charity which has not been previously been declared. A Director 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 interest of the Charity and any personal interest (including but not limited to any personal financial interest).

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 51 A Director shall cease to hold office if he or she:
- (a) ceases to be a Director by virtue of any provision in the Acts or is prohibited by law from being a Director;
 - (b) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - (c) ceases to be a Member of the Charity;
 - (d) in the written opinion given to the Charity of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - (e) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
 - (f) is absent without permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

POWERS AND DUTIES OF THE BOARD

- 52(1) The Board shall have control over all the affairs and property of the Charity and shall have power to prepare, alter, cancel and enforce regulations and by-laws of the Charity (not being inconsistent with the Articles or amounting to an alteration or addition of these Articles such as could only legally be effected by Special Resolution) for the regulation of the Charity or its affairs or property and the promotion of its objects and shall exercise all such powers and do all such acts and things as they shall think fit, but subject to any resolution, rule or regulation passed or determined upon by any general meeting of the Charity and also subject to these Articles and to the provisions of any statutory enactment.
- 52(2) No alteration of the Articles or any Special Resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 53 In furtherance and not in limitation of the general powers conferred by or implied in the preceding Article it is expressly declared that the Board shall be entrusted with and exercise and perform the following powers and duties:
- (a) To meet together for the despatch of business, adjourn and otherwise regulate their own proceedings subject to the provision that there shall be always a quorum present.
 - (b) To appoint sub-committees to make recommendations to the Board on specific subjects and projects. The appointment of any such sub-committee may be terminated at any time by the Board.

- (c) Any sub-committee appointed by the Board shall meet together, adjourn and otherwise regulate their meetings as they think proper. Questions arising at any sub-committee meeting, and any recommendations made by a sub-committee shall be referred to the Board.
- (d) To admit and register Members of the Charity in accordance with these Articles.
- (e) To purchase, hire or take on lease for the purpose of the Charity any land, buildings or parts of buildings and sell, let or dispose of the property of the Charity when and as they may think proper.
- (f) To borrow money for the purposes of the Charity and to give security for the repayment of any such money by mortgage, charge or lien upon the whole or any part of the Charity property or assets (whether present or future) or to secure or guarantee the performance of any obligation or liability which the Charity may undertake in such manner as the Board shall consider expedient.
- (g) To enter into and make any contracts or arrangements either alone or with other bodies that directly or indirectly are required in the furtherance of the objects of the Charity.
- (h) To accept subscriptions of money (annual or otherwise) or kind from Members of the Charity or any other persons generally, on such terms as the Board may think fit, and to deal with and apply the same as income or capital for the purposes of the Charity as the Board may think proper.
- (i) To place the moneys of the Charity (not immediately required) with any bankers upon deposit or current account to form and maintain a reserve fund and invest any moneys and generally deal with the moneys and property of the Charity (having due regard to the objects and interests of the Charity and to these Articles) in such manner as they may think proper.
- (j) From time to time to appoint, employ and remove officers, secretaries and agents (organising or otherwise) and staff of the Charity, or any other officers at such remuneration and with such respective duties and spheres of employment and generally upon such terms as the Board may think proper.
- (k) To undertake solely or by agreement or arrangement or in conjunction with any other societies, organisations, persons, firms or companies all matters or things deemed necessary or essential fully to carry out and achieve all or any of the objects of the Charity as disclosed by these Articles, utilising as far as may be deemed necessary all or any part of the assets of the Charity.
- (l) Subject to the provisions of the Articles to dispose of the funds of the Charity for the promotion of the objects.

MINUTES

54 The Directors must keep minutes of all:

- (a) appointments of officers made by the Directors;
- (b) proceedings at meetings of the Charity;
- (c) meetings of the Directors and committees of Directors including:

- i. the names of the Directors present at the meeting;
- ii. the decisions made at the meetings; and
- iii. where appropriate the reasons for the decisions.

THE SEAL

- 55 If the Charity has a seal it must only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless so determined it shall be signed by a Director and by the secretary (if any) or by a second Director.

ACCOUNTS

- 56(1) The Directors must prepare for each financial year accounts as required by the Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successor and adhere to the recommendations of applicable Statements of Recommended Practice.
- 56(2) The Directors must keep accounting records as required by the Acts.

AUDITORS

- 57 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts.
- 58 Once at least in every year the accounts of the Charity shall be examined and their correctness certified by the auditor or auditors.
- 59 Every audited account, when approved by a general meeting shall be conclusive except as regards any error discovered therein within three months following such approval. If any error is discovered in the accounts within that period, the accounts shall be corrected immediately.

MEANS OF COMMUNICATION TO BE USED

- 60 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provide for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- 61 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the making of decision by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- 62 Any notice to be given to or by any person pursuant to the Articles:
- (a) must be in writing; or
 - (b) must be given in electronic form.
- 63(1) The Charity may give notice to a Member either:
- (a) personally; or

- (b) by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
- (c) by leaving it at the address of that Member; or
- (d) by giving it in electronic form to the Member's address; or
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a Charity meeting and must specify the place, date and time of the meeting.

63(2) A Member who does not register an address with the Charity or registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

64(1) A Member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

64(2) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

64(3) Proof that an electronic form of notice was given shall be conclusive evidence where the Charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

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

- (a) forty eight hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, forty eight hours after it was sent.

INDEMNITY

66 (a) The Charity shall indemnify a relevant Director against any liability incurred in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.

(b) In this Article a 'relevant director' means any director or former director of the Charity.

RULES

67(1) The Directors may from time to time make such reasonable and proper rules or by-laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

67(2) The by-laws may regulate the following matters but are not restricted to them:

- (a) the admission of Members of the Charity (including the admission of organisations to membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;

- (b) the conduct of Members of the Charity in relation to one another and to the Charity's employees and volunteers;
- (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purpose;
- (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Acts or by the Articles;
- (e) generally all such matters as are commonly the subject matter of company rules.

67(3) The Charity in general meeting has the power to alter, add to or repeal the rules or by-laws.

67(4) The Directors must adopt such means as they think sufficient to bring the rules and by-laws to the notice of Members of the Charity.

67(5) The rules or by-laws shall be binding on all Members of the Charity. No rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the Articles.

WINDING UP

68 The provisions of Article 9 and Article 10 relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in this Article.