

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
OUTWARD BOUND GLOBAL
incorporated under the Companies Act 2006
on 27 February 1946
Articles of Association adopted on 13 June 2022
Company no. 00405180

HEMPSONS

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COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
OUTWARD BOUND GLOBAL

NAME

- 1** The Charity's name is Outward Bound Global.

INTERPRETATION

- 2** In these Articles, the following words shall have the following meanings, unless the context otherwise requires:

Words	Meanings
Address	a postal address or, for the purposes of communication in electronic form, a fax number or an e-mail (but excluding a telephone number for receiving text messages) in each case registered with the Charity;
the Articles	the Articles of Association of the Charity, as amended from time to time;
Chair	the chair of Trustees appointed in accordance with these Articles;
the Charity	the company regulated by the Articles;
Charity Commission	the Charity Commission for England and Wales;
clear day	in relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect;
Companies Acts	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;
Connected Person	(i) a child, parent, grandparent, brother or sister of the Trustee;

- (ii) the spouse or civil partner of the Trustee or of any person falling within sub-clause (i) above;
- (iii) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (i) or (ii) above;
- (iv) an institution which is controlled:
 - (a) by the Trustee or any connected person falling within sub-clause (i), (ii) or (iii) above; or
 - (b) by two or more persons falling within sub-clause (iv) (a) when taken together;
- (v) a body corporate in which:
 - (a) the Trustee or any connected person falling within sub-clauses (i) to (iii) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (v) (a) who, when taken together, have a substantial interest.

Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition of Connected Person.

document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	as defined in section 1168 of the Companies Act 2006;
Financial Year	the Charity's financial year;
General Meeting	a general meeting of the Charity held in accordance with the Companies Acts;
Members	the members of the Charity for the purposes of the Companies Acts;
Month	calendar month;
Objects	the objects of the Charity as defined in Article 5;

Outward Bound International, Inc. a not for profit tax exempt 501(c)(3) corporation organised and existing under the laws of New York state, United States of America Federal ID number 91-2111195;

the Office the registered office of the Charity;

The Outward Bound Trust a charity registered in England and Wales with charity number 1128090 and a company limited by guarantee in England and Wales with company number 6748835;

the Register the register of Members kept pursuant to the Companies Acts;

Regulations the regulations of the Charity made by the Trustees pursuant to Article 70;

a Trustee a director of the Charity and Trustees means all the directors. The Trustees are charity trustees as defined by section 177 of the Charities Act 2011;

United Kingdom Great Britain and Northern Ireland;

in writing or written the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

Year calendar year.

2.1 Unless specifically stated otherwise:

2.1.1 Other words or expressions bear the same meaning as in the Companies Acts as in force on the date when the Articles become binding on the Charity.

2.1.2 Words denoting the singular include the plural and vice versa.

2.1.3 Each reference to "person" includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund or trust (in each case, whether or not having separate legal personality).

2.1.4 All references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

- 2.2 The relevant model articles for a company limited by guarantee are expressly excluded.

LIABILITY OF MEMBERS

- 3 The liability of the Members is limited.
- 4 Every Member undertakes to contribute such amount as may be required (not exceeding one pound) to the assets of the Charity 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 payment of the debts and liabilities of the Charity contracted before they cease to be a Member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves.

OBJECTS

- 5 The object for which the Charity is established is to promote for the public benefit the personal development of young people by education and instruction through participation in a wide variety of activities within special emphasis on physical endeavour in the outdoors.

POWERS

- 6 With a view to and for the sole purpose of carrying out the foregoing objects which are hereby declared to be the sole objects of the Charity, the Charity shall have power:
- 6.1 to purchase or otherwise acquire and take over all or any part which the Charity may lawfully acquire or take over, of the property, assets, liabilities and engagements of any one or more companies, societies, associations or bodies with the same objects as those of the Charity or objects corresponding with the objects of the Charity, and to amalgamate with any such companies or bodies;
- 6.2 to promote research in all types of development training and to make grants or donations for such purposes;
- 6.3 to establish, form or maintain camps and centres for shorter or longer periods, and to promote, establish, manage, finance, or in any way assist any centre, camp, training establishment, short course, club or similar organisation with the same objects as or objects corresponding to those of the Charity, and to establish, subsidise, promote, amalgamate, co-operate or federate with, affiliate or become affiliate to, act as Trustee or agent for or manage or lend money or assistance to or guarantee support or secure by any means the performance of any obligations or commitments of, and the repayment or payment of liabilities of any charitable association, society, company or

other body, whether or not incorporated, whose objects are the same as or correspond with those of the Charity but so that none of the funds of the Charity shall be paid to any federated, affiliated or co-operative association, society or other body which does not prohibit the distribution of its income and property among its Members to an extent at least as great as is imposed on the Charity by Article 7.

- 6.4 to form, assist or maintain establishments designed to train leaders for any youth organisation or scheme with purely educational objects, and establishments for short courses or short-term centres to provide boys and girls particularly between the ages of 14 and 18 with courses of education, including physical and athletic training, conducive to the objects of the Charity.
- 6.5 to establish, undertake the supervision of, administer and contribute to any fund established for the purpose of making donations or advances to persons in need who have been engaged in or connected with pursuits or occupations within the scope of the objects of the Charity.
- 6.6 to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights and privileges anywhere in the world, and to construct maintain and alter buildings or erections.
- 6.7 to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Charity subject to such consents as many be required by law.
- 6.8 to borrow or raise and secure the payment of money for the objects aforesaid in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Charity to mortgage or charge all or any part of the property of the Charity.
- 6.9 to raise funds provided that, in doing so, the Charity must not undertake any trading activity in respect of which some or all of the profits are liable to tax;
- 6.10 to invest in its own name or in the name of the nominees moneys of the Charity not immediately required for its purposes 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.
- 6.11 to delegate upon such terms and with such remuneration as the Charity shall think fit to professional investment managers ("the Managers") the exercise of the power contained in the foregoing Article 6.10 Provided Always that

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to professional investment managers (the "managers") the exercise of the power
 8.11 to delegate upon such terms and with such remuneration as the Charity shall think fit
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 immediately referred for its purposes in or upon such investments, securities or
 8.10 to invest in its own name or in the name of the nominee monies of the Charity not
 actively in respect of which some or all of the profits are liable to tax

to raise funds provided that in doing so, the Charity must not undertake any trading
 Charity to mortgage or charge all or any part of the property of the Charity
 and other securities, and for the purpose of securing any debt or other obligation of the
 manner as may be considered expedient, and to issue debentures, debenture stock
 8.8 to borrow or raise and secure the payment of money for the objects aforesaid in such
 or assets of the Charity subject to such consents as may be required by law

to sell, mortgage, let or mortgage, dispose of or turn to account all or any of the property
 and other buildings or structures

property and rights and privileges anywhere in the world and to construct, maintain
 8.6 to purchase, take on lease or in exchange, hire or otherwise acquire land or personal
 the objects of the Charity

have been engaged in or connected with business or occupations within the scope of
 established for the purpose of making donations or advances to persons in need who
 8.2 to establish, undertake the supervision of, administer and contribute to any fund
 conducive to the objects of the Charity

of 14 and 18 with courses of education, including physical and athletic training
 courses or short-term centres to provide boys and girls particularly between the ages
 organisation or schemes with purely educational objects and establishments for short
 8.4 to form, assist or maintain establishments designed to train leaders for any youth
 at least as great as is imposed on the Charity by Article 7

not prohibit the distribution of its income and property among its Members to an extent
 any registered, affiliated or co-operative association, society or other body which does
 with those of the Charity but so that none of the funds of the Charity shall be paid to
 other body, whether or not it is incorporated whose objects are the same as or correspond

- 6.11.1 the Managers shall be persons who are entitled to carry on investment business under the provisions of the Financial Services and Markets Act 2000 or any statutory modification or re-enactment of the same;
- 6.11.2 the Charity shall authorise the Managers to exercise such delegated power as aforesaid only within clear investment policy guidelines laid down from time to time by the Charity and the Charity shall use its best endeavours to ensure that those guidelines are observed;
- 6.11.3 the Managers shall be under a duty to report promptly to the Charity any exercise of the power delegated as aforesaid and to report all transactions at least within 14 days and to report regularly on performance of any investments managed by them;
- 6.11.4 the Charity shall at all times be free forthwith to review alter or determine such delegation and the terms thereof;
- 6.11.5 the Charity shall review such delegation at intervals not (in the absence of special reasons) exceeding 24 months but so that any failure by the Charity to undertake such review within the said period of 24 months shall not invalidate the delegation;
- 6.12 to accept subscriptions, donations, devises, bequests and gifts of real or personal property whether or not subject to any trust for any one or more of the objects of the Charity;
- 6.13 to undertake and execute any charitable trusts with primary objects wholly or partly similar to those of the Charity and which may lawfully be undertaken by the Charity;
- 6.14 to establish, promote, or assist any charitable company or companies with charitable objects any of which are similar to the objects of the Charity for the purpose of acquiring all or any of the property, rights and liabilities of the Charity or for the purpose of carrying on any activity which the Charity is authorised to carry on or for any other charitable purpose directly or indirectly calculated to benefit the Charity in the furtherance of its objects;
- 6.15 to make any charitable donation either in case or otherwise in furtherance of the objects of the Charity;
- 6.16 to establish and support pension and superannuation schemes for the benefit of persons employed by the Charity and to grant pensions or retiring allowances to persons who have been employed by the Charity or to their dependants;

- 6.17 to hold shares in any company the shares of which are wholly owned by the Charity and the profits of which are transferred to the Charity;
- 6.18 to pay out of the funds of the Charity the cost of any premium in respect of insurance or indemnities to cover the liability of the Trustees (or any of them) which by virtue of any rule of law 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 relation to the charity; Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees (or any of them) knew, or ought reasonably to have known, was a breach of trust or which was committed by those persons or person in reckless disregard of whether it was a breach of trust or not;
- 6.19 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 6.20 to promote or concur in promoting and to do all lawful things incidental or conducive to the attainment of the object of the Charity or to the preservation and maintenance of the property of the Charity in any part of the world as may seem expedient.

Provided that the Charity shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Charity would make it a trade union.

APPLICATION OF INCOME AND PROPERTY AND TRUSTEES' BENEFITS

- 7 The income and property of the Charity, whencesoever derived, shall be applied solely towards the promotion of the Objects, and no portion thereof 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 and no Trustee shall be appointed to any office of the Charity paid by salary or fees or received any remuneration or other benefit in money or money's worth from the Charity. Provided that nothing herein shall prevent the payment in good faith by the Charity:
- 7.1 of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engages in a profession, or by any partner of theirs, when instructed by the Charity to act in a professional capacity on its behalf Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which their appointment or remuneration, or that of their partner, is under discussion;
- 7.2 of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Trustee;

member, officer or servant of the Charity who is not a Trustee.

2.5 of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Trustee.

shall withdraw from any meeting at which their appointment or remuneration or that of any other person is a matter of the Trustees' business under this provision and that a Trustee instructed by the Charity to act in a professional capacity on its behalf provided that an accountant or other person engaged in a profession or by any partner of theirs when

2.4 of the nature, professional charges for, business done by any Trustee who is a solicitor the payment in good faith by the Charity.

in money or money's worth from the Charity. Provided that nothing herein shall prevent the office of the Charity being paid salary or fees or received any remuneration or other benefit way of profit to the members of the Charity and no Trustee shall be appointed to any transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by towards the promotion of the Objects, and no portion thereof shall be paid or

2 The income and property of the Charity, whencesoever derived, shall be applied solely

APPLICATION OF INCOME AND PROPERTY AND TRUSTEES' BENEFITS

restriction or condition which is an object of the Charity would make it a trade union impose on or burden to be observed by its members or officers any legislation. Provided that the Charity shall not suppose with its funds any object or advantage to the property of the Charity in any part of the world as may seem expedient

the attainment of the object of the Charity or to the preservation and maintenance of 2.30 to promote or conduct in promoting and to do all lawful things incidental or conducive to charges and other instruments and to operate bank accounts.

2.18 to draw, make, accept, endorse, discount, execute and issue promissory notes bills receipts discharges of whether it was a person of trust or not

known was a person of trust or which was committed by those persons or person in omission which the Trustees (or any of them) knew or ought reasonably to have provided that any such insurance shall not extend to any claim arising from any act or breach of duty or breach of trust of which they may be guilty in relation to the Charity, any title of law would otherwise attach to them in respect of any negligence default or indemnities to cover the liability of the Trustees (or any of them) which by virtue of

2.18 to pay out of the funds of the Charity the cost of any premium in respect of insurance and the profits of which are transferred to the Charity.

2.17 to hold shares in any company the shares of which are wholly owned by the Charity

- 7.3 of interest on money lent by any member of the Charity or Trustee at a reasonable and proper rate per annum not exceeding the published base lending rate of a clearing bank to be selected by the Trustees;
- 7.4 of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- 7.5 of reasonable and property rent for premises demised or let by any member of the Charity or a Trustee;
- 7.6 to or for the benefit of any Trustee of reasonable out-of-pocket expenses and reasonable and proper premiums in respect of Indemnity insurance effect in accordance with Article 6.18; or
- 7.7 of any payments which may require to be made under any agreement or transaction with the trustee or trustees of any other charity or with any charitable company (being an agreement or transaction which apart from this paragraph the Charity could properly have entered into it any member of the Charity or Trustee had not also been trustees or a trustee of such charity or members or a member of or directors or a director of such charitable company) notwithstanding that one or more members of the Charity or Trustees may also be trustees or trustees of such charity or members or member of or directors or a director of such charitable company and in like manner in all respects as if the members of the Charity or Trustees or any of them were not such trustees or trustee or such members or member or such directors or director.

MEMBERS

- 8 Members shall be the persons appointed as Trustees from time to time who shall have consented in writing to become Members and whose names shall have been entered in the Register.
- 9 Membership is not transferable.
- 10 The Trustees must keep a Register in accordance with the Companies Acts.
- 11 Membership is terminated if:
 - 11.1 the Member ceases to be a Trustee;
 - 11.2 the Member dies;
 - 11.3 the Member resigns by written notice to the Charity unless, after the resignation, there would be less than the number of Members required for a quorum at a General Meeting;

- 11.4 any sum due from the Member to the Charity is not paid in full within six months of it falling due; or
- 11.5 the Trustees or a committee of them, after due enquiry, resolve that the interests of the Charity so require.

GENERAL MEETINGS

- 12 The Trustees, or the Chair, may whenever they or the Chair thinks fit call General Meetings and on the requisition of Members pursuant to the provisions of the Companies Acts shall proceed to convene a General Meeting in accordance with those provisions. If at any time there are not within the United Kingdom sufficient Trustees capable of acting to form a quorum any Trustee may call a General Meeting.
- 13 The Trustees may make whatever arrangements they consider appropriate for holding a general meeting by electronic means either partially or entirely which allows all those participating to speak, hear the presentation and comments of others, and exercise their voting rights at a general meeting. The notice of a general meeting shall issue instructions as to how to participate in, and vote at, such a meeting. Where a general meeting is held by electronic means a member present in person or by proxy who participates in that meeting in accordance with the instructions for the meeting is deemed present in person.

NOTICE OF GENERAL MEETINGS

- 14 A General Meeting shall be called by at least 14 clear days' notice.
- 15 A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights at that meeting of all Members.
- 16 The notice shall contain a statement setting out the rights of Members to appoint a proxy under section 324 of the Companies Act 2006 (including if the meeting is to be held electronically either partially or entirely the details for joining the meeting).
- 17 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 18** No business shall be transacted at any General Meeting unless a quorum of Members is present. Unless the Articles otherwise provide, three Members are present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.
- 19** If, within 15 minutes from the time appointed for the holding of a General Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (but if that day falls on a bank or public holiday, the meeting will be held on the first business day (excluding Saturdays and Sundays) after that holiday), at the same time and place (or if the meeting is to be held electronically either partially or entirely the details for joining the meeting), or to such day, time and place (or if the meeting is to be held electronically either partially or entirely the details for joining the meeting) as the Chair, or the Trustees, shall appoint, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Members present in person or by proxy shall be a quorum.
- 20** The Chair shall preside as chair at every General Meeting of the Charity or if they are not present within 15 minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Members present shall elect one of their number to be chair of that meeting.
- 21** The chair of any General Meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place (including by electronic means either partially or entirely) but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 22** When a General Meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place (or if the meeting is to be held electronically either partially or entirely the details for joining the meeting) of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
- 23** At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

- 23.1 by the chair of the meeting; or
- 23.2 by at least two Members present in person or by proxy having the right to vote on the resolution; or
- 23.3 by a Member or Members present in person or by proxy representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 24 Unless a poll is so demanded, a declaration by the chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the General Meeting 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.
- 25 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 26 A poll shall be taken as the chair directs and the chair may appoint scrutineers (who need not be Members) and fix a time and place (or if the meeting is to be held electronically either partially or entirely the details for joining the meeting) for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.
- 27 No poll shall be demanded on the election of a chair of a General Meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place (or if the meeting is to be held electronically either partially or entirely the details for joining the meeting) as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a General Meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.
- 28 No notice need be given of a poll not taken immediately if the time and place (including by electronic means either partially or entirely) at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place (or if the meeting is to be held electronically either partially or entirely the details for joining the meeting) at which the poll is to be taken.

- 29 A proposed written resolution of the Members pursuant to the Companies Act 2006 lapses if it is not passed before the end of the period of 60 days beginning with its circulation date (as defined in the said Act).

VOTES OF MEMBERS

- 30 Every Member shall have one vote (whether on a show of hands or on a poll) to be cast by the Member either personally or by proxy.
- 31 No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
- 32 Every Member shall be entitled to appoint another person as their proxy in accordance with the Companies Acts. A proxy does not need to be a Member.
- 33 Proxies may only be validly appointed by a notice in writing (a "**proxy notice**") which states the name and address of the Member appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which they are appointed, is signed by or on behalf of the Member or authenticated in such manner as the Trustees may determine.
- 34 The Trustees may require proxy notices to be delivered in a particular form.
- 35 Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolutions.
- 36 Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as how to vote on any ancillary or procedural resolutions put to the meeting and 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.
- 37 The appointment of a proxy and any other authority under which it is executed may:
- 37.1 in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 37.2 in the case of an appointment contained in a communication in electronic form, where an address has been specified for the purpose of receiving communications in electronic form:

37.2.1 in the notice convening the meeting, or

37.2.2 in any instrument of proxy sent out by the Charity in relation to the meeting,
or

37.2.3 in any invitation contained in a communication in electronic form to appoint a
proxy issued by the Charity in relation to the meeting,

it shall be received at such address not less than 48 hours before the time for holding
the meeting or adjourned meeting at which the person named in the appointment
proposes to vote;

37.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or
received as aforesaid after the poll has been demanded and not less than 24 hours
before the time appointed for the taking of the poll; or

37.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was
demanded, be delivered at the meeting at which the poll was demanded to the chair
of the meeting;

and an appointment of proxy which is not deposited, delivered or received in a manner
so permitted shall be invalid.

In this Article, "**address**", in relation to communications in electronic form, includes any
number or address used for the purposes of such communications.

In calculating the period mentioned in this Article no account shall be taken of any part
of the day that is not a working day.

38 A Member who is entitled to attend, speak and vote 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 Member. If such a
Member attends the General Meeting in person their proxy appointment shall be
automatically terminated.

39 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.

40 An appointment under a proxy notice may be revoked by delivering the Charity a notice
given by or on behalf of the person by whom or on whose behalf the proxy notice was
given.

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

TRUSTEES

- 42** A Trustee must be a natural person aged 16 years or older and no one may be appointed a Trustee if they would be disqualified from acting under the provisions of Article 49.

The number of Trustees shall not be less than five and shall comprise:

- 42.1** the current chair of The Outward Bound Trust;
 - 42.2** the current chair of Outward Bound International;
 - 42.3** up to eight Trustees appointed by the Trustees.
- 43** The Members have no power to appoint a Trustee.
- 44** A person shall not be entitled to act as a Trustee, whether on a first or any subsequent entry into office, until they have signed a declaration of acceptance and willingness to act in accordance with the Articles.

TERM OF OFFICE OF TRUSTEES

- 45** Subject to Articles 46 and 47, a Trustee shall hold office for three years from the date of their appointment at the end of which they shall be eligible for re-appointment for one or more further terms of up to three years each but having served their maximum term of office of nine consecutive years shall not be eligible for re-appointment.
- 46** The chair of The Outward Bound Trust and the chair of Outward Bound International shall hold office as Trustees of the Charity for the duration for which they are chair of those organisations.

TEMPORARY PROVISIONS REGARDING THE APPOINTMENT OF TRUSTEES

- 47** Notwithstanding any other provisions in the Articles, the Trustees of the Charity at the time of the adoption of these Articles shall serve the following terms of office:
- 47.1** Mary Margaret Thomson 1 year from the date of adoption of these Articles;
 - 47.2** Robert James Anderson 2 years from the date of adoption of these Articles; and
 - 47.3** Colin James Maund 3 years from the date of adoption of these Articles.
- 47.4** After a Trustee has held office for the term specified in Article 47, they shall be eligible for re-appointment in accordance with Article 45.

POWERS AND DUTIES OF THE TRUSTEES

- 48** Subject to the provisions of the Companies Acts and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the

Charity. No alteration of the Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

DISQUALIFICATION, REMOVAL AND RESIGNATION OF TRUSTEES

- 49** The office of a Trustee shall be vacated if:
- 49.1** they cease to be a Member;
 - 49.2** they die or become subject to a bankruptcy order or interim order or they make any arrangement or composition with their creditors;
 - 49.3** they are suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to their personal welfare or property and affairs under legislation relating to mental health or mental capacity;
 - 49.4** by notice in writing to the Charity they resign their office (but only if the number of Trustees necessary for a quorum at a Trustees' meeting will remain in office when the notice of resignation is to take effect);
 - 49.5** they are disqualified from acting as a trustee under any statute or ceases to hold office by virtue of any provision of the Companies Acts or is prohibited by law from holding office;
 - 49.6** they are convicted of any criminal offence, except where the maximum sentence for that offence is a fine;
 - 49.7** they absent themselves from the meetings of the Trustees during a continuous period of six months without special leave of absence from the Trustees and they pass a resolution that they have by reason of such absence vacated office;
 - 49.8** they are removed from office by a resolution of the Members duly passed pursuant to section 168 of the Companies Act 2006; or
 - 49.9** they are directly or indirectly interested in any proposed or actual transaction or arrangement with the Charity and fail to declare the nature and extent of their interest as required by section 177 of the Companies Act 2006.

CHAIR

- 50** Subject to Article 51, the Trustees may elect from their number a Chair and may determine for what period they are to hold office. A Chair elected without any determination of the period for which they are to hold office shall serve for a term of three years if and for so long as they shall remain a Trustee. A retiring Chair may be re-elected.
- 51** The chair of Outward Bound International may not at any time be appointed as Chair of the Charity.

PROCEEDINGS OF THE TRUSTEES

- 52** Subject to the Articles, the Trustees may regulate their proceedings as they think fit.
- 53** Unless otherwise resolved by the Trustees, the Trustees shall meet at least two times each Year.
- 54** The Chair may, and on the request of two Trustees shall, at any time call a meeting of the Trustees.
- 55** The quorum necessary for the transaction of business of the Trustees shall be three Trustees or such greater number as the Trustees may determine. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 56** Questions arising at any Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 57** The Chair shall be entitled to preside at all meetings of the Trustees. If there shall be no Chair or if at any meeting they are unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Trustees present shall choose one of their number to be chair of the meeting.
- 58** Any of the Trustees, or any member of a committee of the Trustees, can take part in a Trustees meeting or committee meeting by way of a:
- 58.1** video conference or telephone or similar equipment designed to allow everybody to take part in the meeting; or
- 58.2** series of video conferences or conference telephone calls from the Chair.

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chair

will be treated as taking place where the Chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chair of the meeting is, unless the Trustees decide otherwise.

59 The Trustees for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose.

60 All acts bona fide done by any meeting of the Trustees, or of any committee of the Trustees, or by any person acting as a Trustee, shall be valid notwithstanding the participation in any vote of a Trustee:-

60.1 who was disqualified from holding office;

60.2 who had previously retired or who had been obliged by the Articles to vacate office;

60.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise

if without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

61 Article 60 does not permit a Trustee or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of the Trustees if, but for Article 60, the resolution would have been void, or if the Trustee has not complied with Article 63.

62 A resolution in writing signed or approved by all the Trustees or all the members of any committee of the Trustees entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

DECLARATION OF TRUSTEES' INTERESTS

63 A Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

CONFLICTS OF INTEREST

64 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

64.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

64.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and

64.3 the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

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 Trustee or to a Connected Person.

COMMITTEES

65 The Trustees may appoint one or more committees consisting of three or more persons appointed by them at least one of whom must be a Trustee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a committee, provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Trustees.

66 Any committee of the Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than three members of the body concerned.

HONORARY OFFICERS

67 The Trustees may, at any time from time to time, appoint any person, whether a Member or not, to be president, a vice-president or a patron of the Charity. Such offices shall be honorary offices, carrying no executive duties or responsibilities and no voting powers.

MINUTES

68 The Trustees must keep minutes of all:

- 68.1 appointments of Trustees and officers made by the Trustees;
- 68.2 proceedings at General Meetings of the Charity;
- 68.3 meetings of the Trustees and committees of the Trustees including;
 - 68.3.1 the names of the persons present at the meeting;
 - 68.3.2 the decisions made at the meetings; and
 - 68.3.3 where appropriate the reasons for the decisions.
- 69 Any minutes of any meeting, if purporting to be signed by the chair of that meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.

REGULATIONS

- 70 The Trustees may from time to time make such regulations as they may deem necessary or expedient for the proper conduct and management of the Charity and may add to, repeal or vary any such regulations. All regulations so made and for the time being in force shall be binding on all Members and the Trustees shall adopt such means as they think fit to bring such regulations to the notice of Members. Regulations may concern the following subjects:
 - 70.1 the procedure at General Meetings and meetings of the Trustees and its committees insofar as such procedure is not regulated by the Articles;
 - 70.2 any other subjects which the Articles provide may be covered by Regulations;
 - 70.3 generally all such matters as are commonly the subject of company rules or bye-laws
- PROVIDED that no regulation shall contravene any of the provisions of the Articles or the Companies Acts.

ACCOUNTS

- 71 The Trustees shall comply with the requirements of the Companies Acts as to keeping accounting records, the audit or examination of annual accounts and the preparation and submission to the Registrar of Companies and the Charity Commission of annual accounts.

ANNUAL REPORT

- 72 The Trustees shall comply with their obligations under the Charities Act 2011 with regard to the preparation of any annual report and its transmission to the Charity Commission.

ANNUAL RETURN

- 73** The Trustees shall comply with their obligations under the Charities Act 2011 with regard to the preparation of any annual return and its transmission to the Charity Commission.

NOTICES

- 74** Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Trustees or of any of its committees) shall be in writing to the Address for the time being notified for that purpose to the person giving the notice.
- 75** The Charity may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at their Address or by leaving it at that Address or by giving it in electronic form to an Address for the time being notified to the Charity by the Member.
- 76** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic form was sent shall be conclusive where the Charity can show that it was properly addressed and sent in accordance with section 1147 Companies Act 2006. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic form, at the expiration of 48 hours after the time it was sent.
- 77** Notwithstanding any other provisions of the Articles, the Charity may send or supply any document or information to Members that is required or authorised to be sent or supplied by the Charity under the Companies Acts or the Companies Act 2006 ("2006 Act") or pursuant to the Articles or the Regulations by making it available on a website to Members. The relevant provisions of the 2006 Act, which apply when documents sent under the Companies Acts or the 2006 Act are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles or Regulations to Members.

DISPUTES

- 78** If a dispute arises between the Members about the validity or propriety of anything done by the Members under the Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

DISSOLUTION

- 79** 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 some other institution or institutions having objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Article 7 hereof, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object to be determined by the Trustees.
- 80** In no circumstances shall the net assets of the Charity be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution in accordance with Article 79 is passed by the Members the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Charity Commission.
- 81** Nothing in the Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

INDEMNITY

- 82** The Charity may indemnify a Trustee or former Trustee against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.