

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

OLD REDINGENSIAANS ASSOCIATION LIMITED (THE "ASSOCIATION")

COMPANY NUMBER: 493764

REGISTERED CHARITY NUMBER: 297507

CHANGE OF ARTICLES OF ASSOCIATION

At the annual general meeting of the Association on 28th September 2019 held at Reading School, Erleigh Road, Reading, Berkshire, RG1 5LW pursuant to Section 21 of the Companies Act, the members of the Association passed the following resolution as a special resolution:

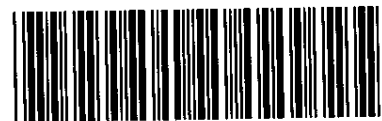
SPECIAL RESOLUTION

THAT the Articles of Association in the form attached hereto be adopted as the new Articles of Association of the Association replacing all previous Articles of Association.

Dated: 28/9/19
Signed: *[Signature]*
Name: I.D. McKinnon

Chairman

SATURDAY



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12/10/2019

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COMPANIES HOUSE

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

Company Number 493764
Incorporated 3 April 1951

ARTICLES OF ASSOCIATION OF
OLD REDINGENSIAANS ASSOCIATION LIMITED



BLANDY & BLANDY
solicitors

Blandy & Blandy LLP
One Friar Street
Reading
Berkshire
RG1 1DA
Tel (0118) 951 6800

The Companies Act 2006

Company Limited by Guarantee

**ARTICLES OF ASSOCIATION OF
OLD REDINGENSIA ASSOCIATION LIMITED**

1. Name

The name of the **Association** is The Old Redingensians Association Limited.

2. Registered Office

The registered office of the Association is to be in England and Wales.

3. Objects

3.1. The **Objects** are:

3.1.1.to advance the education of the pupils of Reading School by providing or assisting in the provision of educational, recreational or other charitable facilities for their use; and

3.1.2.to relieve poverty among members of the Association or other former pupils of Reading School, among present pupils and among those who are likely to become pupils at the School.

4. Powers

The Association has the following powers, which may be exercised only in promoting the Objects:

- 4.1. to promote or carry out research.
- 4.2. to provide advice.
- 4.3. to publish or distribute information and to purchase, compile and maintain archives and other records and memorabilia in relation to Reading School, its masters and former masters, pupils and alumni.
- 4.4. to co-operate with other bodies.
- 4.5. to support, administer or set up other charities.
- 4.6. to raise funds (but not by means of **taxable trading**).
- 4.7. to undertake sporting, social and reunion events.

- 4.8. to borrow money and give security for loans (but only in accordance with the restrictions imposed by the **Charities Act**).
- 4.9. to acquire or hire property of any kind.
- 4.10. to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 4.11. to make grants or loans of money and to give guarantees.
- 4.12. to set aside funds for special purposes or as reserves against future expenditure.
- 4.13. to deposit or invest in funds in any manner (but to invest only after obtaining such advice from a **financial expert** as the Council Members consider necessary and having regard to the suitability of investments and the need for diversification).
- 4.14. to delegate the management of investments to a financial expert, but only on terms that:
 - 4.14.1. the investment policy is set down **in writing** for the financial expert by the Council Members;
 - 4.14.2. every transaction is reported promptly to the Council Members;
 - 4.14.3. the performance of the investments is reviewed regularly with the Council Members;
 - 4.14.4. the Council Members are entitled to cancel the delegation arrangement at any time;
 - 4.14.5. the investment policy and the delegation arrangement are reviewed at least once a **year**;
 - 4.14.6. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Council Members on receipt; and
 - 4.14.7. the financial expert must not do anything outside the powers of the Council Members.
- 4.15. to arrange for investments or other property of the Association to be held in the name of a **nominee company** acting under the control of the Council Members or of a financial expert acting under their instructions, and to pay any reasonable fee required.
- 4.16. to deposit documents and physical assets with any company registered or having a place of business in England and Wales as **custodian**, and to pay any reasonable fee required.

- 4.17. to insure the property of the Association against any foreseeable risk and take out other insurance policies to protect the Association when required.
- 4.18. to pay for **indemnity insurance** for the Council Members.
- 4.19. subject to Article 5, to employ paid or unpaid agents, staff or advisers.
- 4.20. to enter into contracts to provide services to or on behalf of other bodies.
- 4.21. to establish or acquire subsidiary companies to assist or act as agents for the Association.
- 4.22. to acquire or merge with any other charity the objects of which are the same as or similar to the Objects whether by way of the acquisition of assets or otherwise.
- 4.23. to do anything else within the law which promotes or helps to promote the Objects.

5. Benefits to Members and Council Members

- 5.1. The property and funds of the Association must be used only for promoting the Objects and do not belong to the **Members** but:
 - 5.1.1. Members who are not Council Members may be employed by or enter into contracts with the Association and receive reasonable payment for goods or services supplied;
 - 5.1.2. Members (including Council Members) may be paid interest at a reasonable rate on money lent to the Association;
 - 5.1.3. Members (including Council Members) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Association; and
 - 5.1.4. Members (including Council Members) who are also beneficiaries may receive charitable benefits in that capacity provided that a majority of the Council Members do not benefit in this way.
- 5.2. A Council Member must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the Association except:
 - 5.2.1. as mentioned in Articles 4.18 (indemnity insurance), 5.1.2 (interest), 5.1.3 (rent), or 5.1.4 (charitable benefits);
 - 5.2.2. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association;
 - 5.2.3. an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings);

- 5.2.4. payment to any company in which a Council Member has no more than a 1 per cent shareholding; and
- 5.2.5. in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 5.3. A **connected person** must not receive any payment of money or other material benefit (whether directly or indirectly) from the Association except:
 - 5.3.1. as mentioned in Articles 5.1.2 (interest), 5.1.3 (rent), 5.1.4 (charitable benefits) or 5.4 (contractual payments);
 - 5.3.2. payment to any company in which a connected person has no more than a 1 per cent shareholding; and
 - 5.3.3. in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 5.4. A Council Member may not be an employee of the Association, but a Council Member or a **connected person** may enter into a contract with the Association to supply goods or services in return for a payment or other material benefit if:
 - 5.4.1. the goods or services are actually required by the Association;
 - 5.4.2. the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Council Members in accordance with the procedure in this Article 5.4 and Article 6; and
 - 5.4.3. no more than one third of the Council Members are interested in such a contract in any **financial year**; and
 - 5.4.4. the Association enters into a written contract with the relevant Council Member or connected person setting out the amount or maximum amount of remuneration to be paid under the contract.
- 5.5. This Article 5 may not be amended without the written consent of the Commission in advance.

6. Conflicts of Interest and Conflicts of Loyalty

- 6.1. Whenever a Council Member has a personal interest in a matter to be discussed at a meeting of the Council Members or a committee, the unconflicted Council Members may authorise such a conflict of interest where the following conditions apply:
 - 6.1.1. the conflicted Council Member declares an interest before the meeting or at the meeting before discussion begins on the matter; and

- 6.1.2. the conflicted Council Member is absent from the meeting for that item unless expressly invited to remain in order to provide information; and
 - 6.1.3. the conflicted Council Member is not to be counted in the quorum for that part of the meeting; and
 - 6.1.4. the conflicted Council Member is absent during the vote and has no vote on the matter; and
 - 6.1.5. the unconflicted Council Members consider it is in the interest of the Association to authorise the conflict of interest in the circumstances applying.
- 6.2. If a conflict of interest arises for a Council Member 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 Council Members may authorise such a conflict of interest where the following conditions apply:
- 6.2.1. the conflicted Council Member declares an interest before the meeting or at the meeting before discussion begins on the matter; and
 - 6.2.2. the conflicted Council Member is absent from the meeting for that item unless expressly invited to remain in order to provide information; and
 - 6.2.3. the conflicted Council Member is not counted in quorum for that part of the meeting; and
 - 6.2.4. the conflicted Council Member is absent during the vote and has no vote on the matter; and
 - 6.2.5. the unconflicted Council Members consider it is in the interests of the Association to authorise the conflict of interest in the circumstances applying.

7. Limited Liability

The liability of Members is limited.

8. Guarantee

Every Member promises, if the Association is dissolved while he remains a Member or within 12 months afterwards, to pay up to 25 pence towards the costs of dissolution and the liabilities incurred by the Association while he or she was a Member.

9. Dissolution

- 9.1. If the Association is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

- 9.1.1. by transfer to one or more other bodies established for exclusively charitable purposes with objects the same as or similar to the Objects;
 - 9.1.2. directly for the Objects or for charitable purposes which are within or similar to the Objects; or
 - 9.1.3. in such other manner consistent with charitable status as the Commission shall approve in writing in advance.
- 9.2. A final report and statement of account must be sent to the Commission.

10. Membership

- 10.1. The Association must maintain a register of Members.
- 10.2. **Membership** of the Association is open to any individual interested in promoting the Objects who:
 - 10.2.1. applies to the Association in the form required by the **Council Members**;
 - 10.2.2. is a former student, member or former member of the teaching staff of Reading School;
 - 10.2.3. is approved by the Council Members; and
 - 10.2.4. signs the register of Members or consents in **writing** to become a Member
- 10.3. Membership is also open to persons other than former students, members and former members of staff of Reading School as honorary members, as a mark of esteem or in recognition of good services or assistance to the Association or to Reading School. Every candidate for honorary membership shall be proposed by a Member of the Association and seconded by another Member and may be elected by an ordinary resolution of the Members at the Association's Annual General Meeting
- 10.4. The Members may refuse to admit as a Member any individual or organisation if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application.
- 10.5. The Council Members may establish different classes of membership (including **informal membership**), prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 10.6. The Council Members may suspend the membership of any Member for such period as they may consider just and reasonable.
- 10.7. Membership is terminated if the Member concerned:
 - 10.7.1. gives written notice of resignation to the Association;

- 10.7.2. dies;
- 10.7.3. is more than 6 months in arrears in paying the relevant subscription, if any (but in such a case the Member may be reinstated on payment of the amount due); or
- 10.7.4. is removed from membership by resolution passed by a majority of not less than 80% of the board of Council Members for any of the following reasons:
 - 10.7.4.1. misconduct or objectionable behaviour towards any Member of the Association on any premises or property of the Association;
 - 10.7.4.2. breach of any of the Association's Rules or these articles;
 - 10.7.4.3. conviction of any indictable offence.
- 10.8. Membership of the Association is not transferable.
- 10.9. There shall be no maximum number of Members
- 10.10. The Association shall have the right to fix and from time to time to vary the amount of subscriptions to be paid by all Members and may prescribe the method and time of payment. The Association may also exempt any Member from payment as a mark of esteem, in recognition of exceptional services to the Association or for any other reason in its absolute discretion.
- 10.11. Any Member who was a life member of the Reading School Old Boys Club on 2 December 1950 shall be deemed to be a life member of the Association and shall not be required to pay any subscription.

11. General Meetings

- 11.1. General meetings are the meetings of the Members, consisting of the AGM and the special general meetings (if any).
- 11.2. Members are entitled to attend general meetings personally or by proxy. Proxy forms must be delivered to the **Secretary** at least 48 hours before the meeting. Proxy forms must be in writing and signed by the person appointing a proxy. A proxy must be a Member who is entitled to attend and vote at the meeting in question.
- 11.3. There is a quorum at a general meeting if the number of Members present in person or by proxy is at least 15.
- 11.4. The **President** or (if the President is unable or unwilling to do so) the Vice President presides at a general meeting. If neither the President nor the Vice President is able to attend, the **Chairman** shall preside at a general meeting.
- 11.5. All business transacted at an Annual General Meeting (save for the items listed in article 11.6 which shall be decided by a majority of the votes cast) or a special

general meeting shall be deemed Special Matters (referred to in article 11.16) and be decided by a majority of no less than three quarters of the votes cast.

11.6. The matters referred to in article 11.5 are:

11.6.1. the consideration of the Association's accounts;

11.6.2. the report of the President and other appropriate office holders;

11.6.3. the report of the Auditors;

11.6.4. the election of Council Members in place of those retiring;

11.6.5. the appointment of, and fixing the remuneration of, the Auditors

11.7. Except where otherwise provided by the **Articles** or the **Companies Act**, every issue is decided by a majority of the votes cast unless a poll is demanded by the Chairman or by not less than ten Members present in person or by proxy or by a Member or Member present in person or by proxy and representing not less than one tenth of all Members entitled to vote at the meeting in question. If a poll is demanded, it shall be held when and where and in the manner directed by the President.

11.8. Every Member present in person and who has paid all subscriptions and other amounts due from him to the Association has 1 vote on each issue. The President of the meeting shall have a casting vote.

11.9. A Member present by proxy only shall not have a vote on any issue unless that issue is subject to a vote by poll.

11.10. Where a written resolution is approved by the appropriate majority required for the resolution in question of those entitled to vote at a general meeting, or where approval of the resolutions is given electronically by the appropriate majority of those entitled to vote at a general meeting, then that resolution shall be as valid as a resolution actually passed at a general meeting. For this purpose a written resolution may be:

11.10.1. set out in more than 1 document (in which case it will be treated as passed on the date of the last signature); or

11.10.2. sent out and/or returned in hard copy or electronic format (and if sent back electronically, then the resolution will be treated as passed at the time and on the date of the last response to be received).

11.11. The Association must hold an **AGM** in every year.

11.12. At an AGM the Members:

11.12.1. receive the accounts of the Association for the previous **financial year**;

11.12.2. receive the reports referred to in article 11.6.2

- 11.12.3. accept the retirement of those Council Members who wish to retire or who are retiring by rotation;
- 11.12.4. elect Council Members to fill the vacancies arising under Article 13.2.4;
- 11.12.5. appoint Auditors for the Association;
- 11.12.6. may confer on any individual (with his or her consent) the honorary title of Life Member of the Association; and
- 11.12.7. may discuss and determine any issues of policy or deal with any other business put before them by the Council.
- 11.12.8. appoint the posts set out in article 11.12.9 and other honorary officers from among their number;
- 11.12.9. the posts to be appointed by the Members under article 11.12.8 are:
 - 11.12.9.1. President of the Association
 - 11.12.9.2. Vice-President of the Association
 - 11.12.9.3. Secretary
 - 11.12.9.4. Treasurer

The President and Vice-President shall each be elected for a term of one year but they shall each be eligible for re-election for a second year of office but in no case shall either of them remain in office in those respective posts for more than two consecutive years.

- 11.13. Any general meeting which is not an AGM is a special general meeting.
- 11.14. A special general meeting may be called at any time by the Council Members and must be called on a written request from at least 5% of the Members.
- 11.15. The Members may adopt rules relating to the circulation of agendas or notices of resolutions, the conduct of meetings and the circulation of resolutions consistent with the Companies Act as they think fit.
- 11.16. The Members shall adopt rules defining **Special Matters** and procedures to be followed in respect of Special Matters and such rules may only be varied or amended by a resolution approved by not less than two thirds of the Members.

12. Notice of General Meetings

- 12.1. Any general meeting must be called on at least 21 and not more than 28 clear days' written notice indicating the business to be discussed, and if a special resolution is to be proposed, at least 28 clear days' written notice setting out the terms of the proposed special resolution.
- 12.2. A general meeting may be called on shorter notice if it is so agreed by all Members entitled to attend and vote.

- 12.3. If the general meeting is to be an AGM, the notice must say so.
- 12.4. The notice must be given to all Members.

13. The Council and Council Members

- 13.1. The Council Members as **charity trustees** have control of the Association and its property and funds, and the body upon which they sit is referred to as the **Council**.
- 13.2. The Council when complete consists of at least 9 and not more than 18 individuals, all of whom must be Members, and shall comprise:
 - 13.2.1. the President, Vice President, Secretary and Treasurer, who shall all be nominated by the Association in General Meeting in accordance with article 11.12.8, and the Immediate Past President of the Association;
 - 13.2.2. the following positions, to be filled by Council Members elected to the positions by Council:
 - 13.2.2.1. Chairman of the Council
 - 13.2.2.2. the Membership Secretary;
 - 13.2.2.3. the Events Secretary;
 - 13.2.2.4. the Archivist;
 - 13.2.2.5. the Sports Secretary; and
 - 13.2.2.6. the Careers/Work Experience Secretary;
 - together with any other positions decided upon from time to time by the Council;
 - 13.2.3. The Principal or Head Teacher of Reading School; and
 - 13.2.4. 7 other Members who may be nominated by any Member.
- 13.3. A technical defect in the appointment of a Council Member of which the Council Members are unaware at the time does not invalidate decisions taken at a meeting.
- 13.4. The Chairman shall be elected by Council Members from amongst their number and shall remain in office for one year. That person shall be eligible for re-election twice, but shall not be re-elected for a consecutive period of more than three years.
- 13.5. One-third (or the number nearest one-third) of the Council Members who are not Council Members under articles 13.2.1 to 13.2.3 must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
- 13.6. A retiring Council Member who remains qualified may be reappointed.
- 13.7. A Council Member's term of office automatically terminates if he or she:

- 13.7.1. is disqualified under the Charities Act from acting as a charity trustee;
 - 13.7.2. is the subject of a decision by HMRC that they are not a fit and proper person as that term is defined by the Finance Act 2010;
 - 13.7.3. is incapable, whether mentally or physically, of managing his or her own affairs;
 - 13.7.4. is absent without notice from two consecutive meetings of the Council and is asked by a majority of the other Council Members to resign;
 - 13.7.5. ceases to be or is suspended as a Member (unless he is a person co-opted as a Council Member under article 13.8) (but such a person may be reinstated by resolution passed by all the other Council Members on resuming membership of the Association before the next AGM);
 - 13.7.6. resigns by written notice to the Council Members (but only if at least two Council Members will remain in office);
 - 13.7.7. is removed by resolution of the Members present and voting at a general meeting after the meeting has invited the views of the Council Member concerned and considered the matter in the light of any such views;
- 13.8. The Council Members may at any time co-opt any individual who is qualified to be appointed as a Council Member to fill a vacancy in their number or as an additional Council Member, but a co-opted Council Member holds office only until the next AGM. Co-opted Council Members shall not be entitled to vote at Council Member meetings
- 13.9. The Council Members may at any time co-opt any individual to act as an advisor to the Council Members. A co-opted adviser shall be invited to attend meetings of the Council Members as an observer to advise the Council Members but shall have no voting rights on the issues to be determined by the Council Members.

14. Council proceedings

- 14.1. The Council must hold at least three meetings each year.
- 14.2. A quorum at a meeting of the Council is seven Council Members.
- 14.3. A meeting of the Council may be held either in person or by suitable electronic means agreed by the Council Members in which all participants may communicate with all the other participants.
- 14.4. The Chairman or (if the Chairman is unable or unwilling to do so) some other Council Member chosen by the Council Members present presides at each meeting.
- 14.5. Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Council Members is as valid as a resolution passed at a meeting. For this purpose the resolution may be

contained in more than 1 document and will be treated as passed on the date of the last signature.

- 14.6. Except for the chairman of the meeting, who has a second or casting vote, every Council Member has 1 vote on each issue.
- 14.7. A procedural defect of which the Council Members are unaware at the time does not invalidate decisions taken at a meeting.
- 14.8. The Council Members may adopt rules relating to the circulation of agendas or notices of resolutions, the conduct of meetings, and the circulation of resolutions for confirmation as they think fit which shall apply until revoked or amended by resolution of the Council Members.
- 14.9. In any event, the President shall report on the Council's decisions and activities to the Members at the next Annual General Meeting, in accordance with article 11.6.2.

15. Council's powers

The Council has the following powers in the administration of the Association:

- 15.1. to delegate any of its functions to committees consisting of 2 or more individuals appointed by it. At least 1 member of every committee must be a Council Member and all proceedings of committees must be reported promptly to the Council;
- 15.2. in particular there shall be an Executive Committee to which the Council may delegate any matter and which shall comprise the following:
 - 15.2.1. Chairman of the Council
 - 15.2.2. President of the Association
 - 15.2.3. Vice President of the Association
 - 15.2.4. Immediate Past President of the Association
 - 15.2.5. Secretary
 - 15.2.6. Membership Secretary
 - 15.2.7. Treasurer of the Association
 - 15.2.8. any other Council Member co-opted by the Executive Committee or nominated by the Council
- 15.3. A quorum at a meeting of the Executive Committee is 4 of its members.
- 15.4. to make standing orders consistent with the Articles and the Companies Act to govern proceedings at general meetings and to prescribe a form of proxy;

- 15.5. to make rules consistent with the Articles and the Companies Act to govern its proceedings, proceedings and membership of committees and any other matters that Council Members consider appropriate;
- 15.6. to make regulations consistent with the Articles and the Companies Act to govern the administration of the Association and the use of its seal (if any);
- 15.7. to establish policies or procedures to assist the resolution of disputes or differences within the Association and to deal with any other matters it considers appropriate; and
- 15.8. to exercise any powers of the Association which are not reserved to a general meeting.

16. Records and Accounts

- 16.1. The Council Members must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the **Commission** of:
 - 16.1.1. annual returns;
 - 16.1.2. annual reports; and
 - 16.1.3. annual statements of account.
- 16.2. The Council Members must keep proper records of:
 - 16.2.1. all proceedings at general meetings;
 - 16.2.2. all proceedings at meetings of the Council Members;
 - 16.2.3. all reports of committees; and
 - 16.2.4. all professional advice obtained.
- 16.3. Accounting records relating to the Association must be made available for inspection by any Council Member or Member on giving reasonable notice to the Council Members.
- 16.4. A copy of the Association's latest available statement of account must be supplied on request to any Council Member or Member. A copy must also be supplied, within 2 months, to any other person who makes a written request and pays the Association's reasonable costs.

17. Notices

- 17.1. Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to Members generally) may be published in any suitable journal or national newspaper or any journal distributed by the Association.

- 17.2. The only address at which a Member is entitled to receive notices sent by post is an address in the UK shown in the register of Members.
- 17.3. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - 17.3.1. 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 17.3.2. 2 clear days after being sent by first class post to that address;
 - 17.3.3. 3 clear days after being sent by second class or overseas post to that address;
 - 17.3.4. on the date of publication of a newspaper containing the notice;
 - 17.3.5. on being handed to the Member personally; or, if earlier,
 - 17.3.6. as soon as the Member acknowledges actual receipt.
- 17.4. A technical defect in the giving of notice of which the Council Members are unaware at the time does not invalidate decisions taken at a meeting.

18. Seal

- 18.1. The seal, if any, may only be used by the authority of the Council or of a committee of the Council authorised by the Council.
- 18.2. The Council may determine by what means and in what form the seal is to be used.
- 18.3. Unless otherwise decided by the Council, if the seal is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 18.4. For the purposes of this Article, an authorised person is:
 - 18.4.1. any Council Member;
 - 18.4.2. the secretary (if any); or
 - 18.4.3. any person authorised by the Council for the purpose of signing documents to which the seal is applied.

19. Means of Communication

- 19.1. Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Companies Act provides for documents or information which are authorised or required by any provision of the Companies Act to be sent or supplied by or to the Association.

- 19.2. Subject to the Articles, any notice or document to be sent or supplied to a Council Member in connection with the taking of decisions by Council Members may also be sent or supplied by the means by which that Council Member has asked to be sent or supplied with such notices or documents for the time being.

20. Disputes

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.

21. Interpretation

- 21.1. In the Articles, unless the context indicates another meaning:

‘**AGM**’ means an annual general meeting of the Association;

‘the **Articles**’ means the Association’s articles of association;

‘**Auditor**’ means auditor or independent examiner as appropriate

‘**Chairman**’ means the chairman of the Council appointed in accordance with article 13.4;

‘the **Association**’ means the company governed by the Articles;

‘the **Charities Act**’ means (as applicable) the Charities Act 1993, the Charities Act 2006 and the Charities Act 2011 as amended from time to time;

‘**charity trustee**’ has the meaning prescribed by section 97(1) of the Charities Act;

‘**clear day**’ means 24 hours from midnight following the relevant event;

‘the **Commission**’ means the Charity Commissioners for England and Wales or any successor body;

‘the **Companies Act**’ means the Companies Act 2006 as amended from time to time;

‘**connected person**’ means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Council Member, any **firm** of which a Council Member is a member or employee, and any company of which a Council Member is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

‘**Council**’ means the body comprised of the Council Members of the Association referred to in article 13.1

‘**Council Member**’ means a director of the Association and ‘**Council Members**’ means the directors.

‘custodian’ means a person or body who undertakes safe custody of assets or of documents or records relating to them;

‘financial expert’ means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000 as amended from time to time;

‘financial year’ means the Association’s financial year;

‘firm’ includes a limited liability partnership;

‘indemnity insurance’ means insurance against personal liability incurred by any Council Member for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Council Member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

‘informal membership’ refers to a supporter who may be called a ‘member’ but is not a company Member of the Association;

‘material benefit’ means a benefit which may not be financial but has a monetary value;

‘Member’ and **‘membership’** refer to company membership of the Association;

‘month’ means calendar month;

‘nominee company’ means a corporate body registered or having an established place of business in England and Wales;

‘the Objects’ means the Objects of the Association as defined in Article 3;

‘Secretary’ means the company secretary of the Association;

‘taxable trading’ means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

‘written’ or **‘in writing’** refers to a legible document on paper or an electronic message but does not include a fax message; and

‘year’ means calendar year.

21.2. Expressions defined in the Companies Act have the same meaning.

21.3. References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.