

**Company Number: 952717**  
**Charity Number: 258825**

The Companies Acts 1985 - 2006

Company limited by guarantee and not having a share capital

Special Resolution of

**NATIONAL CHILDREN'S BUREAU**

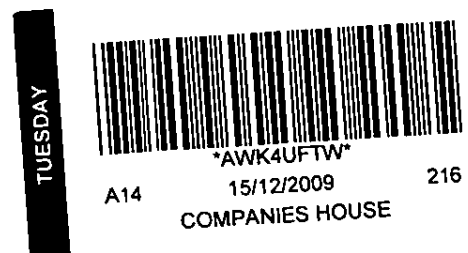
At an Annual General Meeting of the above named company to be held on Thursday 26<sup>th</sup> November 2009 at 3.15 p.m. at National Children's Bureau's offices, 8 Wakley Street, London EC1V 7QE the following will be proposed as a special resolution:

1. That:
  - 1.1 the Articles of Association of National Children's Bureau be deleted in their entirety and replaced by the Articles of Association in the form attached in substitution for all former articles of association.
  - 1.2 clauses 1 to 7 of the Memorandum of Association of National Children's Bureau be deleted in their entirety. For the avoidance of doubt, clauses 1 to 7 of the Memorandum are being replaced, in an amended form, by Articles 1 to 8 as adopted in 1.1 above.

***The above special resolution was duly passed.***

Signed: *DT Hellingbery* (Company Secretary)

Date: 27 November 2009



952 717

THE COMPANIES ACTS  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION  
- OF -  
NATIONAL CHILDREN'S BUREAU

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Date of incorporation 23<sup>rd</sup> April 1969

Reprinted to include all amendments to date, including amendments adopted on  
26 November 2009.

**THE COMPANIES ACTS**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**- OF -**  
**NATIONAL CHILDREN'S BUREAU**

Reprinted on \_\_\_\_\_ to include all amendments to date, including  
amendments adopted on \_\_\_\_\_ November 2009.

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1. The name of the Company (hereinafter called "NCB") is "National Children's Bureau".

Terms used in these Articles shall have the meanings given here as long as this meaning is consistent with the subject or context.

In these Articles:

"Act"	means the Companies Acts 1985, 1989 and 2006 (to the extent in force) and any statutory modification or re-enactment thereof for the time being in force
"association"	includes any body, authority, organisation, group, department or association whether incorporated or unincorporated
"Articles"	means the articles of the Company
"Board of Management"	means the board of directors of NCB, the members of which are company directors and charity trustees
"Board Member"	shall mean a member of the Board of Management
"clear days"	in relation to a period of notice means the period excluding the day on which the notice is given, or

deemed to be given, and excluding the day for which it is given, or on which it is to take effect

"Co-opted Board Member"	means a Board Member appointed pursuant to Article 39(c)
"executed"	includes any mode of execution
"Forum-nominated Board Member"	means a Board Member appointed in accordance with Article 39(b)
"member"	means a member of NCB for the purposes of the Act unless otherwise stated
"Membership Forum"	means the forum established pursuant to Article 42
"NCB"	means the company regulated by these Articles
"Office"	means the registered office of NCB
"Secretary"	means the secretary of NCB or any other person appointed to perform the duties of the secretary of NCB, including a joint, deputy or assistant secretary
"Selection Committee"	means the committee established pursuant to Article 41
"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.

Unless the context otherwise requires words and expressions in these Articles have the same meanings as they have in the Act at the time of adoption of these Articles.

2. The registered office of NCB will be situate in England.

3. The objects for which NCB is established for the public benefit (the "Objects") are to advance the well-being of all children and young people in particular by (but not limited to):
  - (a) relieving poverty, sickness and distress;
  - (b) safeguarding and maintaining health and well-being;
  - (c) encouraging positive and supportive family and other environments for children and young people;
  - (d) advancing education and training;
  - (e) reducing inequalities; and
  - (f) ensuring that children and young people have a strong voice in all matters that affect their lives.
4. For the purposes of carrying out these Objects but not otherwise to:
  - (a) promote and organise co-operation and partnerships in the achievement of the above Objects and to influence and inform policy, practice and service development to support the Objects, and to that end bring together representatives of voluntary organisations and statutory authorities and individuals concerned with the furtherance of the above Objects,
  - (b) promote and carry out, or assist in promoting and carrying out, research, surveys and investigations.
  - (c) arrange and provide for, or join in arranging and providing for, the holding of conferences, meetings and discussions.
  - (d) procure and provide information.
  - (e) procure to be written and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets or other documents.

- (f) Assist, co-operate with, or form partnerships with, any company or other body or bodies (including other voluntary organisations) financially or otherwise for the purpose of furthering in any way the Objects.
- (g) obtain, collect and receive money and funds by way of contributions, donations, affiliations, fees, subscriptions, legacies, grants and any other lawful method, and accept and receive gifts of property of any description (whether subject to any special trusts or not), and to carry on trade but not by means of Taxable Trading.
- (h) act as a liaison body, or to co-operate and form partnerships with any international or other body, whether or not established in the United Kingdom, having charitable objects similar, in whole or in part, to those of NCB and to make a full contribution to the work of any such body and to make available in the United Kingdom and elsewhere the results of the work of any such body and without prejudice to the generality of the foregoing, to enter into such arrangements and agreements with Children in Scotland and Children in Wales – Plant yng Nghymru as may be thought fit from time to time.
- (i) purchase, take on a lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of NCB.
- (j) sell, let, mortgage, dispose of or turn to account all or any of the property or assets of NCB.
- (k) undertake and execute any charitable trusts which may be incidental to or likely to contribute to the attainment of the objects of NCB.
- (l) lend, borrow or raise money, or make grants of money, for the purposes of NCB on such terms and on such security as may be thought fit, and to give or receive guarantees or indemnities.

- (m) invest the moneys of NCB 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.
- (n) place any moneys of NCB not immediately required for its purposes on deposit with the bankers of NCB and to permit any investments belonging to NCB to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for NCB and to pay any such nominee reasonable and proper remuneration for acting as such.
- (o) to delegate upon such terms and at such reasonable remuneration as the NCB may think fit to investment managers in accordance with the powers given in the Articles of Association.
- (p) subject to any such consents as may be required by law, to enter into any kind of guarantee, indemnity or suretyship for the payment of any money by, or the performance of any obligation of, any person PROVIDED ALWAYS that such guarantee, indemnity or suretyship may only be given for the purpose of or in connection with carrying out the objects for which NCB is established.
- (q) pay the premium on a policy of insurance against liabilities incurred by any officers of NCB or members of the Board of Management of NCB (or of any committee) in the course of their duties, including any liability for wrongful trading, provided that such policy of insurance shall contain an exclusion in respect of either:-
  - (i) any act or omission of a member of the Board of Management which that person knew to be a breach of trust or which was done in reckless disregard of whether it was a breach of trust or not; and
  - (ii) any liability of a member of the Board of Management in respect of wrongful trading to the extent to which at the relevant time that

person knew that NCB was insolvent or was in reckless disregard of whether it was insolvent or not; or

- (iii) such matters as the Charity Commissioners may from time to time specify as being matters which should properly be excluded from trustee indemnity insurance for charitable companies limited by guarantee.

And, notwithstanding the above exclusions, to purchase out of the funds of NCB any additional indemnity insurance cover for the benefit of the Board of Management that is permitted by law from time to time.

- (r) to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of NCB or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- (s) do anything else within the law that helps promote the above Objects or any of them.

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

5. The income and property of NCB, whencesoever derived, shall be applied solely towards the promotion of the Objects of NCB as set forth in these Articles of Association 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 NCB or to the Board of Management, save as permitted by law or by the Charity Commission.

Provided that nothing herein shall prevent:



- (a) the payment in good faith, of reasonable and proper remuneration to any officer or servant of NCB, or to any member of NCB, in return for any services actually rendered to NCB;
- (b) the payment of interest at a rate which the Board of Management, having taken advice from the bankers of NCB, considers to be reasonable and in the best interests of NCB, on money lent to NCB by a Member of NCB;
- (c) the payment of reasonable and proper rent for premises demised or let by any member to NCB;
- (d) the payment of any sum or the provision of any benefit to a member of NCB which is a charity provided that such payment or provision is made in reasonable and proper furtherance of NCB's charitable Objects;

but so that no member of the Board of Management of NCB shall be appointed to any salaried office of NCB or any office of NCB paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by NCB to any member of the Board of Management, except as permitted by law or by the Charity Commission and except for:

- (a) repayment of out-of-pocket expenses and reasonable interest on the money lent by any Board Member to NCB;
- (b) reasonable and proper rent for premises demised or let to NCB;
- (c) the payment of indemnity insurance premiums pursuant to Article 4;
- (d) any payment to a Board Member under the indemnity provisions in the Articles of Association;
- (e) any payment to any company of which a member of the Board of Management 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 received in respect of any such payment.

6. The liability of the members is limited.
7. Every member of NCB undertakes to contribute to the assets of NCB, in the event of the same being wound up while a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of NCB contracted before ceasing to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
8. If upon the winding up or dissolution of NCB there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among its members but shall be given or transferred to some other charitable institution or institutions to be determined by the members of NCB at or before the time of dissolution and in so far as effect cannot be given to such provision, then to some other charitable object.
9. These Articles of Association exclude any model articles created under the Act, including under section 19 of the Companies Act 2006.

#### MEMBERS

10. The members of NCB shall be the persons who, immediately before the adoption of these Articles, are registered as members of NCB in its Register of Members, and such other persons who are admitted as members of NCB in accordance with these Articles.
11. Only bodies corporate or single individuals may be admitted as members of NCB and there shall not be any joint members.
12. (a) The Board of Management may admit as a member of NCB:
  - (i) Children in Scotland, Children in Wales – Plant yng Nghymru and any other recognised association which is a body corporate; or
  - (ii) the nominee appointed pursuant to Article 15, of any recognised association which is not a body corporate; or

- (iii) any individual (including children and young people) who is approved by the Board of Management and who in the opinion of the Board of Management is concerned with the furtherance of any of the Objects of NCB.
- (b) For the purposes of these Articles a recognised association is any association which is approved by the Board of Management and which:
  - (i) is concerned with furtherance of any of the Objects of NCB; or
  - (ii) provides education; or
  - (iii) undertakes research in, or provides, child care or child health.
- (c) The following persons shall automatically become members of NCB:
  - (i) all Honorary Officers of NCB;
  - (ii) all Co-opted Board Members; and
  - (iii) all Forum-nominated Board Members;

save that if an Honorary Officer, Co-opted Board Member or Forum-nominated Board Member is removed or resigns from membership under these Articles while holding such a post, this Article 12(c) shall not apply to him.

### OBSERVERS

13. The Board of Management may admit as observers:

- (a) any Government Department; or
- (b) any Local Authority Association, Health Authority Association or similar Association which supports the objects of NCB.

A Government Department or Association admitted as an observer shall be known as a "Consultative Member".

An observer shall be entitled to receive notices of general meetings and copies of all other notices, reports and circulars distributed by NCB to its

members generally; and to send any single individual to attend any general meeting of NCB. Being an observer shall not constitute membership of NCB or of the Board of Management, and an observer (or the individual sent by an observer to a general meeting) shall not be entitled to vote at any general meeting of members of NCB or on the election of any officer of NCB or of any member of its Board of Management or, save as otherwise expressly provided by this Article, take any part in the proceedings of NCB.

#### ADMISSION OF MEMBERS AND OBSERVERS

14. Every person or association desiring admission as a member or observer of NCB, and every unincorporated association desiring recognition shall make written application in that behalf in such form and manner as the Board of Management may for the time being prescribe provided that the Board of Management may make such arrangements as they see fit for the admission of Children in Scotland and Children in Wales – Plant yng Nghymru and any member or associate of those associations wishing to become members or observers of NCB. This Article shall not apply to those persons who become members pursuant to Article 12(c).
15. Any unincorporated recognised association may at any time, by written notice to the Office, nominate not more than one individual to apply for admission as a member of NCB and may at any subsequent time and from time to time in like manner, withdraw any such nomination, and/or nominate one other individual to apply for admission as a member in place of the nominated member whose nomination is withdrawn or who dies or resigns.
16.
  - (a) The rights and privileges of members and observers shall not be transferable.
  - (b) A member or observer may resign as a member or observer at any time by written notice to the Office.

- (c) A member or observer shall cease to be a member or observer if the member or observer being an individual, dies or resigns or, being a body corporate, resigns or is dissolved.
- (d) An individual admitted as a member of NCB by reason only of appointment as an Honorary Officer, Co-opted Board Member or Forum-nominated Board Member of NCB shall automatically cease to be a member of NCB upon ceasing to be an Honorary Officer, Co-opted Board Member or Forum-nominated Board Member (as appropriate). (For the avoidance of doubt, a person who was already a member of NCB immediately before being appointed as an Honorary Officer, Co-opted Board Member or Forum-nominated Board Member is not deemed to have been admitted as a member by reason of that appointment.)
- (e) An individual admitted as a member of NCB on the nomination of an unincorporated recognised association pursuant to Article 15 shall automatically cease to be a member of NCB upon the withdrawal of such person's nomination by the association pursuant to that Article.
- (f) A member or observer admitted as a member or observer of NCB by reason only of such member's or observer's membership or associateship of Children in Scotland or Children in Wales – Plant yng Nghymru shall automatically cease to be a member or observer of NCB upon ceasing to be a member or associate of Children in Scotland or Children in Wales – Plant yng Nghymru.
- (g) The Board of Management may resolve to cancel the membership or observership of any member or observer who fails, within 30 clear days after written notice by NCB requesting payment, to pay in full any subscription which is overdue at the date of the notice and the member or observer concerned shall cease to be a member or observer (as the case may be) forthwith upon the passing of such resolution.
- (h) Save in the case of failure to pay any overdue subscription (which may be handled in accordance with (g) above), the Board of Management

may terminate membership or observership on any grounds by giving the member or observer notice of termination in writing. No later than 28 days after receiving that notice the member or observer may appeal in writing to the Office. If an appeal is received within this time limit, the termination must be re-considered by the Board of Management or a committee appointed by the Board of Management. The member or observer has the right to be heard at the meeting or may make written representations. The meeting must either confirm the termination or reinstate the member.

### SUBSCRIPTIONS

17. Subscriptions shall become due and payable by members and observers of NCB from such dates and at such rate or rates as may from time to time be determined by the Board of Management who may determine different rates for different categories of members or observers.

### GENERAL MEETINGS

18. All general meetings other than annual general meetings shall be called extraordinary general meetings.
19. The Board of Management may call general meetings and, on the requisition of members pursuant to the provisions of the Act shall forthwith proceed to convene an extraordinary general meeting for a date not later than the deadlines set out in the Act.

### NOTICE OF GENERAL MEETINGS

20. All general meetings shall be called by at least 14 days clear notice. Any general meeting may be called by shorter notice if it is so agreed by 90% of the Members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted, and in the case of a special resolution must set out the exact wording of the resolution. In the case of an annual general meeting, the notice shall specify the meeting as an annual

general meeting. The notice for all general meetings must also include a statement informing the Members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting.

Subject to the provisions of these Articles, the notice shall be given to all the members, to all the members of the Board of Management and to the auditors.

21. The accidental omission to give notice 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

22. No business shall be transacted at any meeting of members unless a quorum is present. Twenty members entitled to vote upon the business to be transacted, present in person or by proxy, shall be a quorum.
23. If such a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting shall:
  - (a) if convened on the requisition of members be dissolved; and
  - (b) in any other case, stand adjourned to the same day in the next week at the same time and place, or at such other time or place as the chair of the meeting shall appoint.

If at such adjourned meeting, such quorum of twenty members is not present within 30 minutes from the time appointed for the meeting, the members present in person or by proxy shall be a quorum.

24. The President of NCB, or in the President's absence, the Chair of NCB, or in the Chair's absence the Vice-Chair of NCB shall preside as chair of the meeting but if none of them is present within 15 minutes from the time appointed for the meeting and willing to act, the members of NCB present shall choose one of their number to preside as chair of the meeting.

25. A member of the Board of Management shall be entitled to attend and speak at general meetings even though not a member of NCB.
26. The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 30 days or more, at least 7 days clear notice shall be given specifying the time and place 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.
27. A resolution put to the vote of a 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 duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
- (a) by the chair of the meeting; or
  - (b) by at least 5 members having the right to vote at the meeting;
- and a demand by a person as proxy for a member shall be the same as a demand by the member.
28. Unless a poll is duly demanded a declaration by the chair of the meeting 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 meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
29. The demand for a poll may, before the poll is taken, be withdrawn with the consent of the chair of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.



30. In the case of an equality of votes, the chair of the meeting shall have a casting vote in addition to any other vote the chair may have.
31. A poll may not be demanded in regard to the election of the chair of the meeting or its adjournment. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair of the meeting directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
32. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

#### VOTES OF MEMBERS

33. No member of NCB may vote on any question at any general meeting, either in person or by proxy, unless all amounts then due and payable by the member to NCB in respect of any subscription or otherwise in respect of membership of NCB have been paid in full. Subject thereto, on a show of hands every member of NCB who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative who is not a member of NCB shall have one vote. On a poll every member present in person or by proxy shall have one vote.

No member may appoint more than one proxy to attend on the same occasion.

34. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which the Board of Management may approve) –

"NATIONAL CHILDREN'S BUREAU

I, \_\_\_\_\_, of \_\_\_\_\_,  
being a member/duly authorised representative of a member of the above-named company, hereby appoint \_\_\_\_\_  
of \_\_\_\_\_ or failing such person,  
of \_\_\_\_\_ as my proxy to vote in my name and on  
my behalf at the annual/extraordinary general meeting of the company to be held on \_\_\_\_\_, and at any adjournment thereof.

SIGNED on \_\_\_\_\_ "

Where it is desired to afford members an opportunity of instructing how the proxy shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which the Board of Management may approve)-

"NATIONAL CHILDREN'S BUREAU

I, \_\_\_\_\_, of \_\_\_\_\_,  
being a member/duly authorised representative of a member of the above-named company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
or failing such person,  
of \_\_\_\_\_ as my proxy to vote in my name and on  
my behalf at the annual/extraordinary general meeting of the company to be held on \_\_\_\_\_, and at any adjournment thereof. This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 \*for \*against.

Resolution No 2 \*for \*against. \_\_\_\_\_ \*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as the proxy thinks fit or abstain from voting.

Signed on \_\_\_\_\_ "

35. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board of Management may:

- (a) 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 NCB 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
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited 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
- (c) 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 or to the Secretary or to any member of the Board of Management.

In calculating the periods referred to in this Article 35, no account shall be taken of any non-working day.

36. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by NCB at the Office, or at such other place at which the instrument of proxy was duly deposited, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
37. Except in the case of a resolution to remove a Board Member or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- (a) it must be in writing;
- (b) in the case of a special resolution it must be signed by at least 75% of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
- (c) in the case of an ordinary resolution it must be signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
- (d) it may consist of two or more documents in identical form signed by members; and
- (e) the passing of the resolution must comply with any other requirements of the law from time to time.

#### BOARD OF MANAGEMENT

38. The governing body of NCB shall be known as "the Board of Management."

39. The Board of Management shall comprise:

- (a) the Chair, Vice-Chair and Treasurer for the time being of NCB, who shall be ex officio Board Members appointed in accordance with Articles 69 to 72;
- (b) Five persons appointed by the Selection Committee from among Membership Forum members who have been put forward by the Membership Forum (the "Forum-nominated Board Members"); and
- (c) No fewer than two and no more than four co-optees appointed by the Selection Committee (the "Co-opted Board Members") and who may, but need not, be drawn from the Membership Forum.

40.

- (a) Two representatives ("the Young Member Representatives") shall be appointed by the Board of Management from Young NCB to attend meetings of the Board of Management, but shall not be able to vote or

be counted in any quorum, and shall not be company directors or charity trustees.

- (b) The Young Member Representatives shall be consulted by the Board of Management on all matters, but all final decisions shall be made by the Board of Management, unless delegated in accordance with these Articles.
- (c) The Young Member Representatives shall be entitled to attend and receive notice of all meetings of the Board of Management and shall be entitled to receive all papers submitted to the Board of Management as if they were full members of the Board of Management.
- (d) The appointment and removal of Young Member Representatives shall be at the discretion of the Board of Management.

#### SELECTION COMMITTEE

41.

- (a) The Board of Management shall appoint a Selection Committee and subject to Articles 41(b) and (c) below, shall make Regulations governing the appointment and removal of Selection Committee members and the role and running of the Selection Committee. For the avoidance of doubt, membership of the Selection Committee shall not constitute membership of the Board of Management and shall not carry any right to be invited to, attend or vote at general meetings or Board of Management meetings.
- (b) At all times the Selection Committee shall comprise:
  - (i) the Chair of the Membership Forum;
  - (ii) two further members of the Membership Forum;
  - (iii) the Chair of the Board of Management; andone further member of the Board Management.

- (c) The role of the Selection Committee shall include:
- (i) managing the elections and appointments to the Membership Forum (in accordance with the Membership Forum Regulations);
  - (ii) managing the election process for the Honorary Officers in accordance with these Articles;
  - (iii) appointing Membership Forum members to the Board of Management in accordance with Article 39 (b); and
  - (iv) appointing the Co-opted Board Members in accordance with Article 39 (c).

#### MEMBERSHIP FORUM

42.

- (a) The Board of Management shall establish a Membership Forum (to be called the "Membership Forum" or such other name as may from time to time be agreed upon by the Board of Management) to be an advisory body to the Board of Management. The Board of Management shall seek to ensure that, where reasonably practicable, the Membership Forum comprises not less than 40 and not more than 55 persons and includes persons drawn from the members of NCB, Young NCB, and NCB's fora, councils, networks and partners.
- (b) The Membership Forum shall appoint its own Chair;
- (c) The Board of Management shall make Regulations governing the admission and removal of members of the Membership Forum and the role and running of the Membership Forum. For the avoidance of doubt, membership of the Membership Forum shall not constitute membership of the Board of Management and shall not carry any right to vote at, or (save as set out in the Regulations) to be invited to or attend general meetings or Board of Management meetings.

- (d) The Board of Management shall have regard to any recommendations made by the Membership Forum, but shall not be obliged to comply with any such recommendations.

#### POWERS OF THE BOARD OF MANAGEMENT

43. Subject to the provisions of the Act, and these Articles, the business of NCB shall be managed by the Board of Management which may exercise all the powers of NCB. For the avoidance of doubt, the Act gives the members the right to call a general meeting to propose a special resolution to amend the Articles of Association, or a resolution to remove a trustee or the auditors, in each case in accordance with procedures set out in the Act. No alteration of these Articles shall invalidate any prior act of the Board of Management 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 Board of Management by the Articles and a meeting of the Board of Management at which a quorum is present may exercise all powers exercisable by NCB.
44. The Board of Management may, by power of attorney or otherwise, appoint any person to be the agent of NCB for such purposes and on such conditions as it determines, including authority for the agent to delegate all or any of such agent's powers.

#### DELEGATION OF POWERS OF BOARD OF MANAGEMENT

45. The Board of Management may delegate any of its powers to any committee consisting of one or more members of the Board of Management. It may also delegate to any members of the Board of Management holding any executive offices such of its powers as it considers desirable to be exercised by them. The Board of Management may co-opt any person or people who are not Board Members to serve on any such committees. Any such delegation may be made subject to any conditions the Board of Management may impose and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed

by the Articles regulating the proceedings of the Board of Management so far as they are capable of applying.

46.

- (a) The Board of Management may delegate upon such terms and with such remuneration as the Board of Management shall in their absolute discretion think fit to professional investment managers (hereinafter called "the Managers") the power at their discretion to buy and sell investments for NCB on behalf of the Board of Management, provided that such persons are permitted to carry out such activities under the provisions of the Financial Services and Markets Act 2000.
- (b) Where there is any delegation under paragraph (a) of this Article, the person or persons who shall have made such delegation shall:
  - (i) at the time of doing so and from time to time thereafter give clear policy instructions to the Managers regarding investments;
  - (ii) take all reasonable care to secure compliance with the terms of the delegation;
  - (iii) at all times exercise all such supervision of the Managers as is reasonable; and
  - (iv) review the delegation at such intervals (not exceeding, in the absence of special reasons, 24 months) as they think fit.
- (c) Where any delegation is made under paragraph (a) of this Article, it shall be on the terms that:
  - (i) the Managers shall not do anything which the Board of Management does not have power to do;
  - (ii) the Managers shall comply with any policy instructions for the time being in force under paragraph (b) of this Article;
  - (iii) the delegation may without notice be revoked or (subject to the provisions of this Article) any of its terms varied; and



- (iv) where the Managers make any purchase or sale in pursuance of the delegation, they shall as soon as reasonably possible after the purchase or sale report it to the Board of Management or, if a Committee constituted under the preceding Article is for the time being specified by the Board of Management for the purposes of this paragraph, to that Committee.

**APPOINTMENT AND RETIREMENT OF THE CO-OPTED AND FORUM-NOMINATED MEMBERS OF THE BOARD OF MANAGEMENT**

47. Save as provided in Articles 49 and 88, the Co-opted and Forum-nominated Board Members shall be appointed for terms of three years, to take effect from the end of an annual general meeting. At the end of a Board Member's first term as a Co-opted or Forum-nominated Board Member he or she must retire but may be re-appointed. At the end of a Board Member's second such term, he or she must retire and shall not be eligible for re-appointment to any post on the Board of Management unless:
- (a) he takes at least one year out of office; or
  - (b) he becomes an ex officio Board Member, but no Board Member may serve for more than nine years (whether as a Co-opted, Forum-nominated or ex officio Board Member) without taking a year out of office.

For the purposes of this Article a year shall mean the period running from the end of one annual general meeting and concluding at the end of the next annual general meeting.

48. No person shall be debarred from being a member of the Board of Management, or be required to vacate office as a member of the Board of Management, by reason of age, save that no Board Member may be less than 16 years of age.

**FILLING VACANCIES AMONG THE CO-OPTED AND FORUM-NOMINATED BOARD MEMBERS**

49. Where a casual vacancy arises in the Board of Management (other than amongst the Chair, Vice-Chair and Treasurer), the Board of Management may appoint any eligible individual, who is willing to act, to be a member of the Board of Management to fill that casual vacancy. A person so appointed, shall hold office only until the end of the next following annual general meeting. If not re-appointed pursuant to the provisions of Articles 39(b) or (c), the Board Member shall vacate office at the conclusion of that annual general meeting. For the avoidance of doubt, for the purposes of this Article, a vacancy shall be deemed to have arisen whenever there are fewer than four Co-opted Board Members or five Forum-nominated Board Members in office.

Where a person has been appointed under this Article to fill a vacancy, and is subsequently appointed under Article 39(b) or (c), any time in office pursuant to this Article shall not count as part of the first three-year term or towards the nine year maximum referred to in Article 47 or Article 70.

#### DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE BOARD OF MANAGEMENT

50. The office of a member of the Board of Management shall be vacated if such member
- (a) ceases to be a member of the Board of Management by virtue of any provision of the Act relating to directors of companies or becomes prohibited by law from being a director of a company or a charity trustee; or
  - (b) becomes bankrupt or makes any arrangement or composition with creditors generally; or
  - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs and a majority of the other members of the Board of Management present and voting resolve that he or she must cease to hold office; save that if there is a subsequent change in the circumstances that led to the Board Member's removal under this Article 50(c) the Board of Management

shall, if the former Board Member in question so requests, reconvene to reconsider its decision and may reinstate the Board Member by a resolution approved by a majority of the Board Members present and voting at the meeting; or

- (d) resigns office by notice to NCB but only if at least three Board Members will remain in office when the resignation takes effect; or
- (e) has failed to attend three consecutive meetings of the Board and the Board passes a resolution that the member's office be vacated; or
- (f) is removed from office by a resolution supported by at least 75% of the other Board Members present and voting at a meeting at which at least half of the serving Board Members are present, provided that prior to such a meeting the Board Member in question has been given written notice of the intention to propose such a resolution at the meeting; and provided that if a Board Member is removed under this Article 50(f) and there is a subsequent change in the circumstances which led to his or her removal, the Board of Management shall, if the former Board Member in question so requests, reconvene to reconsider its decision and may reinstate the Board Member. Any such reinstatement will only take effect if approved by at least 75% of the Board Members present and voting at a meeting at which at least half of the serving Board Members are present; or
- (g) is removed by the members from the post of Board Member under the provisions of the Act; or
- (h) in the case of an ex officio Board Member, if he or she ceases to hold the post of Chair, Vice-Chair or Treasurer.

In the event that a Board Member is reinstated under Article 50(c) or 50(f), for the purposes of Articles 47, 70 and 88, any time out of office prior to such reinstatement shall be counted towards the calculation of his or her current term of office, and he or she shall be deemed to have been serving continuously since the date of removal.

## PROCEEDINGS OF THE BOARD OF MANAGEMENT

51. Subject to the provisions of the Articles, the Board of Management may regulate its proceedings as it thinks fit. Three or more members of the Board of Management may, and the Secretary (if appointed) at the request of five or more members of the Board of Management shall, call a meeting of the Board of Management. It shall not be necessary to give notice of a meeting to a member of the Board of Management who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a simple majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
52. The quorum for the transaction of the business of the Board of Management shall be one third of the Board Members, and when one third does not produce a whole number, the quorum shall be the next higher whole number subject in all cases to a minimum of three.
53. The continuing members of the Board of Management may act notwithstanding any vacancies in their number, but, if their number is less than the quorum, they may act only for the purpose of filling vacancies or of calling a general meeting.
54. The Chair of NCB, or in the Chair's absence the Vice-Chair of NCB, shall preside as chair of a meeting of the Board of Management but if neither of them is present within 15 minutes from the time appointed for the meeting and willing to act, the members of the Board of Management present shall choose one of their number to preside as chair of the meeting.
55. All acts done by a meeting of the Board of Management, or of a committee of the Board of Management, or by a person acting as a member of the Board of Management shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Board of Management, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such persons had been duly appointed and was qualified and had continued to be a member of the Board of Management and had been entitled to vote.

56. A resolution in writing signed by all the members of the Board of Management entitled to receive notice of a meeting of the Board of Management or of a committee of the Board of Management shall be as valid and effectual as if it had been passed at a meeting of the Board of Management or (as the case may be) a committee of the Board of Management duly convened and held and may consist of several documents in the like form each signed by one or more members of the Board of Management.

57. A member of the Board of Management shall not vote at a meeting of the Board of Management or of a committee of the Board of Management on any resolution concerning a matter in which the member has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of NCB, save that a Board Member may vote on a resolution to approve the payments of any permitted indemnity insurance premiums or payments, or the payment of an indemnity where such payment is to be made to a majority of the Board Members.

A member of the Board of Management shall not be counted in the quorum present at a meeting in relation to a resolution on which such member is not entitled to vote. This Article is subject to Articles 61 to 67.

58. NCB may by ordinary resolution suspend or relax to any extent either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Board of Management from voting at a meeting of the Board of Management or of a committee of the Board of Management.

59. If a question arises at a meeting of the Board of Management as to the right of a member of the Board of Management to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and the chair's ruling in relation to any member of the Board of Management other than the chair shall be final and conclusive.

60. The Board of Management, or any committee of members of the Board of Management, may invite any Consultative member of NCB to appoint an individual to attend its meeting as an observer for such period as the Board

of Management, or the committee, may determine. An observer who is not a member of the Board of Management shall not be entitled to vote at any meeting of the Board of Management, or committee. Subject thereto, the observer shall be entitled to take such part in the proceedings of the Board of Management, or committee, as the Board of Management, or the committee, may determine.

### CONFLICTS

61. Where the duty of a Board Member to avoid a situation in which he or she has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of NCB including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:
  - (a) the matter in relation to which that duty exists has been proposed to the Board Members at a meeting of the Board Members and has been authorised by them; and
  - (b) any requirement as to the quorum of such meeting is met without counting the Board Members in question, or any other interested Board Members, subject to Articles 62 and 63; and
  - (c) the matter was agreed to without any such Board Members voting, or would have been agreed to if the vote of any such Board Members had not been counted, subject to Articles 62 and 63.
62. In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Board Members present at the meeting to constitute a quorum, the unconflicted Board Members present shall be deemed to constitute a quorum for the purposes of authorising the conflict and the manner of dealing with the conflict, provided that:

- (a) they may only give such authorisation where they are satisfied that the conflicted Board Members or Board Members will not receive any direct or indirect benefit other than one permitted by these Articles; and
  - (b) the total number of Board Members at the meeting (whether conflicted or unconflicted) is equal to or higher than the number required to achieve a quorum.
- 63. In the event that all of the Board Members present at the meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Board Members present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 62 (a) and (b) above.
- 64. The duty to deal with conflicts referred to in Article 61 applies in the case of the exploitation of property, information or opportunity even if NCB is not taking, or could not take, advantage of the opportunity.
- 65. The Board Members shall observe the other duties and rules in the Act, and such other rules as the Board of Management adopts, as to the management of conflicts of duty or interest.
- 66. To the extent required by law every Board Members shall fully disclose to the Board of Management the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.
- 67. The Board of Management may by resolution passed in the manner set out above authorise a Board Members not to disclose to the Board of Management confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Board Member.

## HONORARY OFFICERS

68. The Honorary Officers of NCB shall consist of a President, a Chair, a Vice-Chair, a Treasurer and, to the extent appointed, Patrons or Ambassadors. The Chair, Vice-Chair and Treasurer shall be ex officio members of the Board of Management.
- 69.
- (a) Subject to the nomination procedures in Article 71 and subject to Article 88, any eligible person may be elected to the office of Chair, Vice-Chair or Treasurer of NCB by a postal ballot of the members of NCB for such term of office as is specified in Article 70. On a ballot each member of NCB shall have one vote for each vacancy to be filled. Subject thereto, ballots shall be conducted in such manner as the Board of Management may for the time being prescribe. If in any election there is only one nomination for any of the Honorary Office posts, the nominated individual shall take office with effect from the conclusion of the annual general meeting without there being a need for a ballot.
  - (b) Any person may be appointed to the office of President of NCB by the Board of Management for a term of three years and shall be eligible for re-appointment for one further term of three years. This is subject to Article 89.
  - (c) To the extent they deem it appropriate, the Board of Management may appoint any number of people to the office of Ambassador of NCB for a term of three years, who shall be eligible for re-appointment for one further term of three years. This is subject to Article 90.
  - (d) To the extent they deem it appropriate, the Board of Management may appoint any number of Patrons of NCB for a term of three years, who shall be eligible for re-appointment for one further term of three years.
  - (e) NCB may at any time by ordinary resolution remove any Chair, Vice-Chair or Treasurer from office. If a Chair, Vice-Chair or Treasurer ceases to hold such a post, he or she shall automatically cease to be a



Board Member, but may be re-appointed as a Board Member in accordance with the provisions of these Articles (subject to any time limits specified in these Articles). In the event that the Chair, Vice-Chair or Treasurer who has been appointed to the Board ceases to be a Board Member under the provisions of Article 50, he or she shall automatically cease to hold the post of Chair, Vice-Chair or Treasurer. In the event that he or she is reinstated under Article 50(c) or (f) he shall be reinstated to this honorary post and shall be deemed to have been serving continuously since the date of removal.

- (f) The Board of Management may at any time remove any President, Ambassador or Patron from office.
- (g) For the purposes of Articles 69 to 72, a year shall mean the period running from the end of one annual general meeting and concluding at the end of the next annual general meeting.

70.

- (a) Subject to Article 88, the Chair of NCB, the Vice-Chair of NCB and the Treasurer shall be elected for terms of three years, to take effect from the end of an annual general meeting. Within one year of the conclusion of two consecutive terms of office in any one such position, an individual shall not be eligible for re-election to that same position but shall be eligible for election or appointment to any other position (whether an ex officio position or otherwise), but no Board Member may serve for more than nine years (whether as a Co-opted, Forum-nominated or ex officio Board Member) without taking a year out of office.
- (b) In the event that any Chair, Vice-Chair or Treasurer shall cease to hold office otherwise than at the expiry of a full three-year term of office then the person elected under Article 72(b) to fill the vacancy thus arising shall hold office only until the expiry of the predecessor's full three-year term of office but shall be eligible for re-election and such person's initial term of office shall not count as one of the two consecutive

periods of office mentioned in this Article or towards the nine year maximum referred to in this Article and Articles 47 and 88.

71. Subject to Article 88, a person shall only be eligible to be elected Chair, Vice-Chair or Treasurer of NCB if nominated by a member of NCB, nominations having been sought not less than 60 and no more than 90 days before the closing date of the proposed postal ballot.
72. Where a casual vacancy arises amongst the Chair, Vice-Chair and Treasurer the Board of Management may:
  - (a) appoint any person it deems eligible and who is willing to act to fill such office. A person so appointed shall retire from office at the end of the next annual general meeting. Appointment by the Board of Management under this paragraph shall not make a person eligible for election as Chair, Vice-Chair or Treasurer by postal ballot unless nominated in accordance with Article 63 hereof. Any time served when appointed under this Article 72 shall not count as part of the first three-year term or the nine year maximum referred to in Articles 47, 70 or 88; or
  - (b) at its own discretion, seek nominations in accordance with Article 71 hereof and either hold a postal ballot or call a general meeting of NCB so that a person can be elected or appointed as appropriate, to fill the vacancy for the remainder of the term. In the event that only one person is nominated for such post, the nominated individual shall take office at a time decided by the Board of Management without there being a need for a ballot.

#### CHIEF EXECUTIVE

73. The Board of Management shall appoint an executive to be called "the Chief Executive of NCB" on such terms as to remuneration or otherwise, and for such period, as the Board of Management may determine. The Chief Executive of NCB shall be responsible for the day to day management of NCB, and for the supervision and control of NCB's employees, subject to

such conditions as the Board of Management may for the time being impose. The Chief Executive of NCB shall not be a member of NCB or a member of the Board of Management.

#### SECRETARY

74. If deemed appropriate by the Board of Management, a Secretary shall be appointed by the Board of Management for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it. The Secretary shall not be a member of NCB or a member of the Board of Management.

#### EXPENSES OF MEMBERS OF THE BOARD OF MANAGEMENT

75. Subject to the provisions of Article 4, members of the Board of Management may be paid all such out-of-pocket expenses properly incurred by them in connection with their attendance at meetings of the Board of Management or committees of the Board of Management or general meetings or otherwise in connection with the discharge of their duties as the Board of Management may determine.

#### MINUTES

76. The Board of Management shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the Board of Management; and
  - (b) of all proceedings at meetings of NCB and of the Board of Management and of committees of the Board of Management, including the names of members of the Board of Management present at each such meeting.

#### THE SEAL

77. The Seal shall only be used by the authority of the Board of Management or of a committee of the Board of Management authorised by the Board of Management. The Board of Management may determine who shall sign any

instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two members of the Board of Management, or by one member of the Board of Management and the Secretary.

### ACCOUNTS

78.

- (a) The Board of Management must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.
- (b) Copies need not be sent to a person for whom NCB does not have a current address (as defined in Companies Act 2006).
- (c) The deadline for sending out the accounts and reports (or summary financial statements) is as follows:
  - (i) the date that is the deadline for filing NCB's accounts and reports with Companies House, as prescribed by the Companies Act 2006; or
  - (ii) If earlier, the date on which NCB actually files the accounts and reports (or summary financial statements) with Companies House.
- (d) To the extent required by law, the Board of Management must file the accounts and reports (or summary financial statements) with Companies House and with the Charity Commission within any deadlines specified by law or by the Charity Commission.
- (e) The accounting records and the statutory books and statutory records of NCB shall be open to the inspection of any member of NCB upon reasonable prior notice to the members of the Board of Management.

### NOTICES

79. NCB may give notices, accounts or other documents to any member either:

- (a) personally; or
- (b) by delivering them or sending them by ordinary post to the member's registered address; or
- (c) if the member has provided NCB with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of such information in this way, where this is a legal requirement; or
- (d) if the member has provided NCB with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of such information in this way, where this is a legal requirement; or
- (e) in accordance with the provisions for notice on a website set out below

If the member lacks a registered address within the United Kingdom, notices, accounts and other documents may be sent to any address within the United Kingdom which he or she has given NCB for that purpose or in accordance with (a), (c), (d) or (e) above but otherwise no member not within the United Kingdom shall be entitled to receive any such information from NCB.

- 80. If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if NCB receives no indication that they have not been received.
- 81. If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.
- 82. NCB may assume that any fax number or e-mail address given to it by a

member remains valid unless the member informs NCB that it is not.

83. Where a member has informed NCB in writing of his or her consent, or has given deemed consent in accordance with the Act, to receiving notices, accounts or other documents from NCB by means of a website, such information will be validly given if NCB sends that member a notification informing him or her that the information may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.
84. Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

#### INDEMNITY OF BOARD MEMBERS

85. To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Board Member or other officer may otherwise be entitled from a third party, NCB shall indemnify every Board Member or other officer out of the assets of NCB against all costs and liabilities incurred by him or her which relate to anything done or omitted or alleged to have been done or omitted by him or her as a Board Member or other officer save that no Board Member may be entitled to be indemnified:
- (a) for any liability incurred by him or her to NCB or any associated company of NCB (as defined by the Act for these purposes);
  - (b) for any fine imposed in criminal proceedings;
  - (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;

- (d) for any liability which he or she has incurred in defending any criminal proceedings in which he or she is convicted and such conviction has become final;
  - (e) for any liability which he or she has incurred in defending any civil proceedings brought by NCB or an associated company in which a final judgment has been given against him or her; and
  - (f) for any liability which he or she has incurred in connection with any application under the Act in which the court refuses to grant him or her relief and such refusal has become final.
86. To the extent permitted by law from time to time, NCB shall provide funds to every Board Member or other officer to meet expenditure incurred or to be incurred by him or her in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him or her as a Board Member or officer, provided that he or she will be obliged to repay such amounts no later than:
- (a) if he or she is convicted in proceedings, the date when the conviction becomes final;
  - (b) if judgment being given against him or her in proceedings, the date when the judgment becomes final; or
  - (c) if the court refuses to grant him or her relief on any application under the Act, the date when refusal becomes final.

### REGULATIONS

87. The Board of Management may make such regulations, by-laws or standing orders that it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board of Management which would otherwise have been valid.

### DEEMED APPOINTMENT/ELECTION OF THE ONGOING BOARD MEMBERS

- (a) With effect from the end of the annual general meeting of NCB in 2009:
- (i) The persons listed in Part 1 of the Schedule to these Articles shall be deemed to have been elected as the Chair, Vice-Chair and Treasurer (respectively) under Article 69(a);
  - (ii) The persons listed in Part 2 of the Schedule to these Articles shall be deemed to have been appointed as Forum-nominated Board Members under Article 39(b);
  - (iii) The persons listed in Part 3 of the Schedule to these Articles shall be deemed to have been appointed as Co-opted Board Members under Article 39(c).

The elections of such persons under (i) above shall be deemed to have taken place in accordance with the nominations requirements in Article 71 and there shall be no requirement to have held an election in the 2009 annual general meeting. For the purposes of this Article 88, the persons listed in the Schedule shall be referred to as the "Ongoing Board Members".

- (b) Any such Ongoing Board Member may continue to hold that post until he or she ceases to do so in accordance with Article 50 or, if earlier, the First Retirement Date opposite his or her name in the Schedule. On his or her First Retirement Date any such Board Member shall retire, but if there is a Second Retirement Date opposite his or her name he or she may be re-elected or re-appointed to the same post in accordance with these Articles. Where there is no Second Retirement Date opposite his or her name, he or she may not be re-elected or re-appointed unless he or she takes a year out of office, but:
- (i) if he or she has retired from an ex officio post he or she may be appointed or elected to another position on the Board of Management (whether ex officio or otherwise) in accordance with these Articles; or



- (ii) if he or she has retired as a Forum-nominated Board Member or a Co-opted Board Member, he or she may be elected as an ex officio Board Member in accordance with these Articles;

without taking a year out of office, and any time served to date shall not count towards calculation of his or her term of office for such new post, but no Ongoing Board Member may serve for more than nine years (whether as a Co-opted, Forum-nominated or ex officio Board Member) without taking a year out of office.

For the purposes of this Article and Articles 89 and 90 a year shall mean the period running from the end of one annual general meeting and concluding at the end of the next annual general meeting.

#### DEEMED APPOINTMENT OF THE ONGOING PRESIDENT

89. The person who holds the post of President immediately before the annual general meeting in 2009 may continue to hold that post until he or she has served for six years without a need for further appointment by the Board of Management, unless he or she is removed before then in accordance with these Articles.

#### DEEMED APPOINTMENT OF THE ONGOING AMBASSADORS

90. The persons holding the post of Patron immediately before the annual general meeting of NCB in 2009 will automatically become Ambassadors and cease to be Patrons on that date and, for the purposes of their term of office and retirement dates, shall be deemed to have been Ambassadors since their original appointment as Patrons and any time served as Patrons shall count towards their term of office as Ambassadors.

## **SCHEDULE**

### **DEEMED APPOINTMENT/ELECTION OF THE ONGOING BOARD**

#### **MEMBERS**

##### **Part 1**

<b>Name</b>	<b>Post (Chair/Vice-Chair/Treasurer)</b>	<b>First Retirement Date</b>	<b>Second Retirement Date (if applicable)</b>
Gillian Pugh	Chair	The end of the AGM in 2012	
Jane Held	Vice Chair	The end of the AGM in 2011	The end of the AGM in 2014
David Rimington	Treasurer	The end of the AGM in 2010	The end of the AGM in 2013

##### **Part 2**

<b>Name</b>	<b>First Retirement Date</b>	<b>Second Retirement Date (if applicable)</b>
Ken Meeson	The end of the AGM in 2010	
Karen Bell	The end of the AGM in 2012	
Dewi Hughes	The end of the AGM in 2011	The end of the AGM in 2014
Chris Born	The end of the AGM in 2011	
Hugh McLaughlin	The end of the AGM in 2012	

### Part 3

Name	First Retirement Date	Second Retirement Date (if applicable)
Farhat Hasnain	The end of the AGM in 2010	
Yvette Summers	The end of the AGM in 2010	The end of the AGM in 2013
Sarah Davidson	The end of the AGM in 2011	The end of the AGM in 2014
Kate Thompson	The end of the AGM in 2011	The end of the AGM in 2014