

COMPANIES ACT 2006

SPECIAL RESOLUTION

Company number 01960980

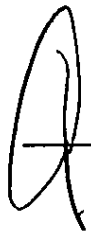
Company name The Elizabeth Foundation

On the eleventh day of August 2016 the following written resolution was agreed and passed by the members as a special resolution

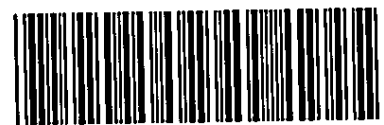
Amending articles of association

THAT further to the prior written resolution of the members dated 28 July 2015 and pursuant to the consent given by the Charity Commission on 13 July 2016 to those amendments that are regulated alterations for the purposes of section 198 Charities Act 2011, the draft memorandum and articles of association attached to this resolution be adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association

Signed



WEDNESDAY



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24/08/2016

#298

COMPANIES HOUSE

Company number 01960980

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

THE ELIZABETH FOUNDATION (Company)

CIRCULATION DATE 21 July 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**)

SPECIAL RESOLUTION

Amending articles of association

THAT further to the prior written resolution of the members dated 28 July 2015 and pursuant to the consent given by the Charity Commission on 13 July 2016 to those amendments that are regulated alterations for the purposes of section 198 Charities Act 2011, the draft memorandum and articles of association attached to this resolution be adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on 21 July 2016, hereby irrevocably agrees to the Resolution

Signed by RICHARD WOOTEN



Date

21/07/16

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods

By hand delivering the signed copy to John Atherton, The Elizabeth Foundation, Southwick Hill Road, Cosham, Hampshire PO6 3LL

Post returning the signed copy by post to John Atherton, The Elizabeth Foundation, Southwick Hill Road, Cosham, Hampshire PO6 3LL

Fax faxing the signed copy to 023 9232 6155 marked "For the attention of John Atherton"

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to john.atherton@elizabeth-foundation.org Please type "Written resolution dated 21 July 2016" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 24 August 2016, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

4 In the case of joint members, only the vote of the senior member who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint member appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

Company Number 1960980

The Companies Act 1985

Company Limited by Guarantee



MEMORANDUM and ARTICLES

of ASSOCIATION of

THE ELIZABETH FOUNDATION

THE ELIZABETH FOUNDATION

Incorporated on the 18th November 1985

**Memorandum and Articles of Association revised by Special Resolutions dated 27th February
1997, 29th July 1998, 20th June 2007, 12th January 2011, 29th April 2014 and 2016**

THE COMPANIES ACTS

**Company Limited by Guarantee and
Not Having a Share Capital**

**MEMORANDUM and ARTICLES
of ASSOCIATION**

of

THE ELIZABETH FOUNDATION

THE COMPANIES ACTS 1985 and 2006

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM of ASSOCIATION

of

THE ELIZABETH FOUNDATION

Each subscriber to this memorandum of association wishes to form a company under the Companies Acts 1985 and 2006 and agrees to become a member of the company

Name of each Subscriber	Authentication by each subscriber
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SHIRLEY METHERELL

L P HIGGINS

PETER H ARDERN

DAVID KENNETH METHERELL

Dated

THE COMPANIES ACTS

**Company Limited by Guarantee and
Not Having a Share Capital**

ARTICLES of ASSOCIATION

of

THE ELIZABETH FOUNDATION

- 1 The name of the Company (hereinafter called “the Association”) is The Elizabeth Foundation
- 2 The Registered Office of the Association will be situate in England

INTERPRETATION

- 3 In the interpretation of these Articles of Association except where the context otherwise requires

WORDS	MEANINGS
the Act	The Companies Acts 1985 and 2006 and any statutes from time to time supplementing, re-enacting, amending or replacing the Act and unless otherwise specified reference to a particular provision of the Act is to the relevant section of CA2006
CA2006	The Companies Act 2006
the Association	The Elizabeth Foundation
these presents	these Articles of Association, and the regulations of the Association from time to time in force
the Council	the Council of Management or Board of Trustees for the time being of the Association
the Chair	the Chair for the time being of the Association
the Chief Executive Officer	the Managing Director or Chief Executive Officer for the time being of the Association or such other person as the Trustees shall from time to time nominate to perform some or all of the functions of that office
Trustee	a trustee and director of the Association and any other person who may be a trustee of the Association by virtue of section 177 of the Charities Act 2011
the Treasurer	the Treasurer for the time being of the Association
the Secretary	the Company Secretary for the time being of the Association
member	a person who is a member of the Company from time to time
the Office	the registered office for the time being of the

	Association
the Seal	the common seal of the Association
month	calendar month
year	calendar year
in writing	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form and includes anything sent in electronic form
electronic form	has the meaning given in section 1168 of the Act
address	In relation to electronic communication includes any number or address used for the purposes of such communication that is registered with the Company
officers	the Chair, Trustees, Treasurer and the Secretary of the Association and such other persons as the Trustees may from time to time determine shall be the officers of the Association

3 1 words importing the singular number only shall include the plural number, and vice-versa,

3 2 words importing one gender include a reference to all other genders, and

3 3 words importing persons shall include corporations

- 4 Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents

OBJECTS

- 5 The objects for which the Association is established are the relief of deaf and hard of hearing children and adults by the provision of help and assistance to them and their families and by the promotion of the early detection of deafness and hearing loss in babies and young children, and the promotion of high quality audiological care and support for all

POWERS

- 6 In furtherance of the above objects but not otherwise the Association shall have the following powers.-

- (a) To take over the whole (or such part as can legally be vested in the Association) of the Property of the unincorporated institution called The Elizabeth Foundation
- (b) To establish and operate centres in the United Kingdom for testing, research and education
- (c) To promote research into the early detection of deafness and hearing loss in children and any other subjects related to deaf children and similar subjects and to publish the useful results of all such research for the information of the public
- (d) To educate and train parents and other persons in the care and treatment of children with a hearing loss
- (e) To provide endow furnish and fit out with all necessary furniture and other equipment and maintain and manage such buildings and other premises as may from time to time be required for the purposes of the Association
- (f) To employ all such officers and servants not being Members of the Council of Management hereof as may be required for the purposes of the Association
- (g) To purchase or otherwise acquire lands for any estate or interest
- (h) To construct and maintain buildings and alter and improve the same including any existing buildings and to provide the same with light water drainage and all other necessities
- (i) Subject to any such consents as may be required in law to raise money for any of the above such purposes by mortgaging or charging all or any such property as may legally be mortgaged or charged with capital sums or with terminable annuities for life or years
- (j) To accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Association and generally to manage invest and expend all monies belonging to the Association
- (k) To invest the monies of the Association 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) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (l) To take such steps by personal or written appeals public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Association

- (m) To subscribe to any local or other charities and to grant donations for any public purpose in furtherance of the objects of the Association
- (n) To amalgamate with any company, institution, society or association having objects wholly or in part similar to those of the Association
- (o) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Association is authorised to amalgamate
- (p) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves
- (q) To provide indemnity insurance for the members of the Council of Management and other officers or trustees of the Association in accordance with and subject to the conditions in section 189 of Charities Act 2011
- (r) To do all such other things as are necessary for the attainment of the above Objects or any of them

PROVIDED THAT

- (i) In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with or invest the same in such manner as allowed by law having regard to such trusts
- (ii) The Association's Objects shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales the Association shall not sell mortgage or charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Council of Management or governing body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would have been as such Council of Management or governing body if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commission over such Council of Management or governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated

NO DISTRIBUTION

- 7 The income and property of the Association whensoever derived shall be applied solely towards the promotion of the Objects of the Association 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 the Association **PROVIDED** that nothing herein shall prevent payment in good faith -

- (a) of reasonable and proper remuneration to any officer or servant of the Association (not being a Member of the Council of Management or Governing Body) or to any Member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding 2% less than National Westminster base lending rate for the time being or 3% whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any Member of the Association but so that no Member of the Council of Management or governing body of the Association shall be appointed to any salaried offices of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or monies worth shall be given by the Association to any Member of such Council or governing body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association **PROVIDED** that the provisions last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or governing body may be a Member and in which such Member shall not hold more than one hundredth part of the capital and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment
- (b) in case of a Member of the Council of Management or governing body being a Solicitor or other person engaged in any profession of all usual professional and other charges for work done by him or his firm in connection with the execution of the trusts of the Association
- (c) of any premiums or other sums for trustee indemnity insurance cover purchased at the expense of the Association for a member of the Council or other officer or trustee of the Association in accordance with, and subject to the conditions in section 189 of the Charities Act 2011
- (d) to any member of the Council or other officer of the Association pursuant to an indemnity from the Association in the circumstances specified in Article 59

LIMITED LIABILITY

- 8 The liability of the members is limited
- 9 Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Association contracted before he ceases to be a Member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding One Pound (£1)

WINDING UP

- 10 If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Member of the Association but shall be given or transferred to some other institutions having Objects similar to the Objects of the Association and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof such institution or institutions to be determined by the Members of the Association as or before the time of dissolution and if insofar as effect cannot be given to such provision then to some other charitable Objects

CONFLICT OF INTERESTS

- 11 1) No Member of the Council of Management or connected person may
- (a) buy any goods or services from the Association on terms preferential to those applicable to members of the public,
 - (b) sell goods, services, or any interest in land to the Association,
 - (c) be employed by, or receive any remuneration from the Association,
 - (d) receive any other financial benefit from the Association;
- unless and to the extent that this is permitted by Article 7 or 59 or other relevant provision of these Articles or permitted by statute or authorised by the court of the Charity Commission
In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value
- 2) A Member of the Council or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provisions of services, to the Association where and to the extent that is permitted in relation to the members of the Association in accordance with Article 7 of these Articles and in accordance with and subject to the conditions in, sections 185 and 186 of the Charities Act 2011
- 3) A Member of the Council or connected person may receive interest on money lent to the Association at a reasonable and proper rate which must be not more than the rate specified in Article 7(a) of these Articles
- 4) A Member of the Council or connected person may receive rent for premises let by the Member of the Council or connected person to the Association in accordance with the provisions of Article 7 The Member of the Council concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion
- 12 In article 11 'connected person' means
- 1) a child, parent, grandchild, grandparent, brother or sister of the Member of the Council,
 - 2) the spouse or civil partner of the Member of the Council of any person falling within sub-clause (1) above,
 - 3) a person carrying on business in partnership with the Member of the Council or with any person falling within sub-clause (1) or (2) above;
 - 4) an institution which is controlled
 - (a) by the Member of the Council or any connected person falling within sub-clause (1), (2) or (3) above, or
 - (b) by two or more persons falling within sub-clause 4(a),
when taken together

- 5) a body corporate in which
- (a) the Member of the Council or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest,

and Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article

- 13 1) A Member of the Council must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared. A Member of the Council must absent himself or herself from any discussions of the Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest)
- 2) If a conflict of interests arises for a Member of the Council 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 these Articles, the unconflicted Members of the Council may authorise such a conflict of interests where the following conditions apply.
- (a) the conflicted Member of the Council is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
 - (b) the conflicted Member of the Council does not vote on any such matter and is not to be counted when considering whether a quorum of Members of the Council is present at the meeting, and
 - (c) the unconflicted Member of the Council consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying
- 3) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Member of the Council or to a connected person

MEMBERS

- 14 The number of members with which the Association proposes to be registered is four but the Council of Management may from time to time register an increase of members
- 15 The subscribers to the Memorandum of Association and such other persons as the Council of Management shall admit to membership shall be members of the Association
- 16 The provisions of Section 113 of the Act shall be observed by the Association and every member of the Association shall either sign a written consent to becoming a member or sign the register of members on becoming a member

ORDINARY GENERAL MEETINGS

- 17 The first General Meeting shall be held at such time not being less than one month or more than three months after the Incorporation of the Association and at such place as the Council of Management may determine

- 18 Subsequent Ordinary General Meetings (hereinafter called "Annual Meetings") shall be held once in every year or so soon thereafter as possible at such place as may be determined by the Council of Management and not more than fifteen months shall elapse between the date of one Annual Meeting of the Association and that of the next. The Members of the Association may at a General Meeting resolve by ordinary resolution to dispense with the requirement to hold an Annual Meeting.
- 19 A General Meeting (including an Annual Meeting) shall be called by fourteen days' notice unless the Act requires longer notice to be given having regard to the resolutions which it is proposed to pass at the meeting. The notice shall be exclusive of the day for which it is given and shall specify the place, the day and the hour of Meeting and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned or in such manner (if any) as may be prescribed by the Association in General Meeting to such persons as are under the Articles of the Association entitled to receive such notices from the Association PROVIDED that a meeting of the Association shall not withstanding that it is called by a shorter notice than that specified in the Article be deemed to have been duly called if it is so agreed.
- (a) in the case of a Meeting called as the Annual Meeting by all the Members entitled to attend and vote thereat, and
 - (b) in the case of any other Meeting by the majority in number of the Members having a right to attend and vote at the Meeting being a majority together representing not less than 95% of the total voting rights at that Meeting of all the Members.
- 20 One half of the total number of registered Members entitled to vote shall be a quorum.

GENERAL MEETINGS SUMMONED BY MEMBERS

- 21 The Council of Management may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall be convened by the Council of Management on requisition or in default may be convened by the requisitionists in the manner provided by Section 305 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Council of Management to form a quorum any Member of the Council of Management or any two Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Council of Management.
- 22 At any Extraordinary Meeting summoned on a requisition one half of the requisitionists shall be a quorum but in all other cases one half of the total number of registered Members entitled to vote shall be a quorum at an Extraordinary General Meeting.

CONDUCT OF BUSINESS AT GENERAL MEETINGS

- 23 At any Meeting a Chair shall be appointed from the Members there present.

- 24 No Member shall have more than one vote except that in any case of equality of votes on a division the Chair shall have a second or casting vote
- 25 Save as herein expressly provided no Member other than a Member duly registered shall be entitled to vote on any question either personally or by proxy or as a proxy for another Member at any General Meeting
- 26 Votes may be given on a poll either personally or by proxy on a show of hands. A Member present only by proxy shall have no vote but a proxy for a Corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provide by Section 323 of the Act. A proxy need not be a Member
- 27
- 1) A proxy shall be appointed by a notice in writing (a 'proxy notice') which
 - (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Council may determine; and
 - (d) is delivered to the Association in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
 - 2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
 - 3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
 - 4) Unless a proxy notice indicates otherwise, it must be treated as -
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself
 - 5) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
 - 6) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
 - 7) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
 - 8) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.
- 28 The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall
 - (a) in the case of an appointment which is not given in electronic form, be deposited at the Registered Office not less than forty-eight hours before the time appointed for holding Meeting or adjourned Meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and

(b) in the case of an appointment given in electronic form where an address has been specified or agreed by the Members of the Council for the purposes of receiving electronic communication addressed to the Association, be received at such address not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting,

and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

- 29 A vote given in accordance with the terms of an instrument of proxy shall be valid or notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.
- 30 No person shall vote on any matter in which he is personally or pecuniarily interested or otherwise debate on such matters without the permission of the majority of the persons present and voting such permission to be given or withheld without discussion.
- 31 Proceeding at any Meeting shall not be invalidated by reason of any informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

THE COUNCIL OF MANAGEMENT

- 32 The Association and the property and affairs thereof shall be under the control and management of the Council of Management (hereinafter called "the Council").
- 33 The Council shall consist of the Treasurer of the Association for the time being and up to fourteen elected Members.
- 34 The first Council shall consist of the persons named in the Schedule to these Articles who shall retain office until the first Annual Meeting.
- 35 At the first Annual Meeting and at all subsequent Annual Meetings one-third of the Members of the Council or the number nearest thereto shall retire in rotation according to seniority of standing on the Council and in cases of equal seniority the Members or Member to retire shall be determined by ballot at a Meeting of the Council held previously to the Annual Meeting. Retiring Members shall be eligible for re-election.
- 36 Any vacancy among the elected Members of the Council caused otherwise than by retirement under the last Article may be filled up by the Council by co-option.
- 37 All elected Members of the Council shall remain in office until their successors are appointed.
- 38 The Council may act for all purposes notwithstanding any vacancy in their number and all proceedings at any Meeting of the Council shall be valid and effectual notwithstanding that

it may be discovered afterwards that any Member of the Council has been informally elected or is not properly qualified

- 39 If at any Extraordinary General Meeting summoned or requisitioned a Resolution disapproving of any act on the part of the Council shall be passed by a majority of two-thirds of the Members present and voting on the question the elected Members of the Council shall immediately cease to hold office and new Members shall be elected in their place at the same Meeting but the old Members shall be eligible for re-election

POWERS AND PROCEEDING OF THE COUNCIL

40. In addition to all powers hereby conferred upon them and without detracting from the generality of their powers under the past proceeding or any other Article the Council shall have the following powers namely -
- (a) Subject to any such consents as may be required in law to expend funds of the Association in such manner as they shall consider most beneficial for the purposes of the Association and to invest in the name of the Association or in the names of trustees such part thereof as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any sale for the purposes of the Association
 - (b) To acquire in the name of the Association or in the names of trustees, build upon, pull down, rebuild, add to, alter, repair, improve, sell or dispose of, or otherwise deal with any land or premises for the use of the Association
 - (c) To enter into contracts on behalf of the Association
 - (d) Subject to any such consents as may be required in law to borrow money upon the security of any of the property of the Association and to grant or direct to be granted mortgages for securing the same
 - (e) To delegate all or any of their powers to any committee PROVIDED THAT all acts and proceedings of such committee shall be reported back as soon as possible to the Council
 - (f) To make, and from time to time to repeal or alter, regulations as to the management of the Association and affairs thereof and as to the duties of any officers or servants of the Association and to the conduct of business by the Council or any sub-committee and as to any of the matters or things within the powers or under the control of the Council provided that the same shall not be inconsistent with the Memorandum and Articles of Association
 - (g) Generally to do all things for the due conduct of the affairs of the Association not herein otherwise provided for
- 41 The Council may meet for the despatch of business adjourn and otherwise regulate their Meetings as they may think fit and a quorum will be four Members of the Council No decision may be made by a meeting of the Council unless a quorum is present Present'

includes being present by suitable electronic means agreed by the members of the Council in which a participant or participants may communicate with all the other participants Two Members of the Council may at any time (and the Secretary shall upon request in writing of two Members of the Council) summon a Meeting of the Council Notice of every Meeting of the Council stating the general particulars of all business to be considered at such Meeting shall be sent by post or email to each Member of the Council at least three days before such Meeting unless urgent circumstances require shorter notice but the proceedings of any Meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars A meeting may be held by suitable electronic means agreed by the members of the Council of Management in which each participant may communicate directly with all other participants

- 42 All questions shall be decided by the votes of the majority of the Members of the Council present and voting thereon at a Meeting of the Council
- 43. The Council shall cause Minute Books to be kept of the proceedings at General Meetings of the Association and at Meetings of the Council and shall cause entries to be made therein of all Resolutions put to the vote and of the result of, the voting and any such minutes signed by the Chair or by a Member of the Council present at the Meeting shall be sufficient evidence of the due passing of any Resolution and of the amount of the majority voting in favour thereof
- 44 The Council shall elect a permanent Chair In his or her absence from any Meeting of the Council a Chair shall be elected by the Meeting In case of equality of votes the Chair of the Meeting shall have a second or casting vote
- 45 Bankers shall be appointed and may be changed by the Council Cheques or other payments including online payments shall be signed or authorised by two persons who are authorised by the Council from time to time in writing to sign cheques on behalf of the Association

PRESIDENT AND PATRONS

- 46 The Council may appoint a President and such number of Patrons of the Association as it shall determine from time to time A Patron or President may resign by notice in writing sent by post or delivered to the Secretary and thereupon shall cease to be a Patron or President A Patron or President may be removed by Resolution of the Council The President and Patrons shall be entitled to be present and speak at any General Meeting of the Association but shall not have any rights to vote

OFFICERS

- 47 There shall be a Treasurer of the Association appointed by the Council and he or she shall perform such functions as shall be assigned to him or her by the Council
- 48 Subject to the Act the Council may appoint or engage on such terms as consistent with the provisions of Articles 6 and 7 of these presents and to discharge such duties as they may think fit, a Secretary and such other officers and such servants as they shall think fit and may dismiss any Secretary other officer or servant to be appointed or engaged

SEAL

- 49 The Council may provide a Common Seal for the purposes of the Association which shall be kept under such custody and control as the Council shall from time to time determine. The Seal of the Association shall not be affixed to any instrument except pursuant to a Resolution of the Council and in the presence of two Members of the Council who shall sign every instrument to which the seal is affixed in their presence and every such instrument shall be countersigned by the Secretary.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

50. 1) The office of a Member of the Council shall be vacated without the need for further resolution of the Council, if the Member of the Council:-
- a) except as authorised by these Articles or the Charity Commission without the consent of the Association in General Meeting holds any other office of profit under the Association, or
 - b) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - c) becomes prohibited from being a Member of the Council or trustee of the Association by reason of Sections 178 and 179 of Charities Act 2011 (or any statutory re-enactment or modification of those provisions or any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a member of the Council, or
 - d) in the written opinion, given to the Company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Councillor and may remain so for more than three months, or
 - e) resigns his office by notice in writing (but only if least four members of the Council will remain in office when the notice of resignation is to take effect) , or
 - f) ceases to be or represent a member of the Association, or
 - g) shall for more than six consecutive months have been absent without permission of the Council from meetings of the Council held during that period and that the remaining members of the Council resolve that his office be vacated
- 2) No person shall cease to be a Member of the Council by reason only of his or her having attained a certain age

ACCOUNTS

- 51 The Council shall cause Accounting records to be kept in accordance with the relevant provisions of the Act

- 52 The Accounting records shall be kept at the Registered Office or subject to Section 388 of the Act at such other place or places as the Council shall think fit and shall always be open to inspection by the Members of the Council
53. The Association may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the books and Accounts of the Association may be inspected by the Members and subject thereto the books and Accounts shall be open to inspection by the Members at all reasonable times during the usual business hours
- 54 The Council shall lay before the General Meeting of the Association in each year an income and expenditure account of the Association and a Balance Sheet for the year ending on the previous thirty-first December such Account and Balance Sheet shall be accompanied by a report of the Council as to the state of affairs of the Association and a report of the Auditors and the Balance Sheet shall comply with the provisions of the Companies Acts A copy of every Balance Sheet together with copies of the said reports not less than twenty-one days before the date of the Meeting before which such Balance Sheets and reports are to be laid be sent to all persons entitled to receive notices of General Meetings of the Association
- 55 Where applicable, Auditors shall be appointed and their duties regulated in accordance with the Act Except where required by law or by the Charity Commission, the decision whether to recommend the appointment of Auditors shall be at the discretion of the Directors, subject to the approval of the membership at each Annual General Meeting

NOTICES

- 56 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 Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- 2) Subject to the articles, any notice or document to be sent or supplied to a Member of the Council in connection with the taking of decisions by the Members of the Council may also be sent or supplied by the means by which that Members of the Council has asked to be sent or supplied with such notices or documents for the time being
- 3) Any notice to be given to or by any person pursuant to the articles
- (a) must be in writing; or
 - (b) must be given in electronic form
- 4) The Association may give any notice to a member either
- (a) personally, or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
 - (c) by leaving it at the address of the member, or
 - (d) by giving it in electronic form to the member's address.
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

5) A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association

6) A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called

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

8) Proof that an electronic form of notice was given shall be conclusive where the Association can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Act

9) In accordance with section 1147 of the Act notice shall be deemed to be given.

(a) 48 hours after the envelope containing it was posted, or

(b) in the case of an electronic form of communication, 48 hours after it was sent.

57 Notice of every General Meeting shall be given in any manner hereinbefore authorised to

a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notice to them in accordance with article 56(5),

b) any auditor for the time being of the Association,

c) the Chief Executive Officer and the Secretary and Treasurer of the Association at the time of the meeting at the time of the notice being served,

No other person shall be entitled to receive notices of General Meetings

58 The accidental omission to give notice of a Meeting to or the non-receipt of a notice of a Meeting by any person entitled to receive notice shall not invalidate the proceedings at that Meeting

INDEMNITY

59 Subject to and only to the extent permitted by sections 232 to 234 of the Act every Member of the Council or any committee and every officer and trustee of the Association and any former Member of the Council officer or trustee of the Association shall be entitled to be indemnified out of the assets of the Association against all losses and liabilities incurred by them in or about the execution of his office or otherwise in relation thereto

First Elected Members of the Council of Management

SHIRLEY METHERELL

L.P. HIGGINS

PETER H. ARDERN

DAVID KENNETH METHERELL

Company Number 1960980

The Companies Act 1985

Company Limited by Guarantee

**MEMORANDUM and ARTICLES
of ASSOCIATION of
THE ELIZABETH FOUNDATION**

THE ELIZABETH FOUNDATION

Incorporated on the 18th November 1985

Memorandum and Articles of Association revised by Special Resolutions dated 27th February 1997, 29th July 1998, 20th June 2007, 12th January 2011, 29th April 2014 and 1st August 2016

THE COMPANIES ACTS

**Company Limited by Guarantee and
Not Having a Share Capital**

**MEMORANDUM and ARTICLES
of ASSOCIATION**

of

THE ELIZABETH FOUNDATION

THE COMPANIES ACTS 1985 and 2006
Company Limited by Guarantee and not having a Share Capital

MEMORANDUM of ASSOCIATION

of

THE ELIZABETH FOUNDATION

Each subscriber to this memorandum of association wishes to form a company under the Companies Acts 1985 and 2006 and agrees to become a member of the company.

Name of each Subscriber	Authentication by each subscriber
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SHIRLEY METHERELL

L P HIGGINS

PETER H ARDERN

DAVID KENNETH METHERELL

Dated

THE COMPANIES ACTS

**Company Limited by Guarantee and
Not Having a Share Capital**

ARTICLES of ASSOCIATION

of

THE ELIZABETH FOUNDATION

1 The name of the Company (hereinafter called "the Association") is The Elizabeth Foundation

2 The Registered Office of the Association will be situate in England

INTERPRETATION

3 In the interpretation of these Articles of Association except where the context otherwise requires

WORDS	MEANINGS
the Act	The Companies Acts 1985 and 2006 and any statutes from time to time supplementing, re-enacting, amending or replacing the Act and unless otherwise specified reference to a particular provision of the Act is to the relevant section of CA2006
CA2006	The Companies Act 2006
the Association	The Elizabeth Foundation
these presents	these Articles of Association, and the regulations of the Association from time to time in force
the Council	the Council of Management or Board of Trustees for the time being of the Association
the Chair	the Chair for the time being of the Association
the Chief Executive Officer	the Managing Director or Chief Executive Officer for the time being of the Association or such other person as the Trustees shall from time to time nominate to perform some or all of the functions of that office
Trustee	a trustee and director of the Association and any other person who may be a trustee of the Association by virtue of section 177 of the Charities Act 2011
the Treasurer	the Treasurer for the time being of the Association
the Secretary	the Company Secretary for the time being of the Association
member	a person who is a member of the Company from time to time

the Office	the registered office for the time being of the Association
the Seal	the common seal of the Association
month	calendar month
year	calendar year
in writing	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form and includes anything sent in electronic form
electronic form	has the meaning given in section 1168 of the Act
address	In relation to electronic communication includes any number or address used for the purposes of such communication that is registered with the Company
officers	the Chair, Trustees, Treasurer and the Secretary of the Association and such other persons as the Trustees may from time to time determine shall be the officers of the Association

3 1 words importing the singular number only shall include the plural number, and vice-versa,

3 2 words importing one gender include a reference to all other genders, and

3 3 words importing persons shall include corporations

- 4 Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents

OBJECTS

- 5 The objects for which the Association is established are the relief of deaf and hard of hearing children and adults by the provision of help and assistance to them and their families and by the promotion of the early detection of deafness and hearing loss in babies and young children, and the promotion of high quality audiological care and support for all

POWERS

- 6 In furtherance of the above objects but not otherwise the Association shall have the following powers -

- (a) To take over the whole (or such part as can legally be vested in the Association) of the Property of the unincorporated institution called The Elizabeth Foundation
- (b) To establish and operate centres in the United Kingdom for testing, research and education
- (c) To promote research into the early detection of deafness and hearing loss in children and any other subjects related to deaf children and similar subjects and to publish the useful results of all such research for the information of the public
- (d) To educate and train parents and other persons in the care and treatment of children with a hearing loss
- (e) To provide endow furnish and fit out with all necessary furniture and other equipment and maintain and manage such buildings and other premises as may from time to time be required for the purposes of the Association
- (f) To employ all such officers and servants not being Members of the Council of Management hereof as may be required for the purposes of the Association
- (g) To purchase or otherwise acquire lands for any estate or interest
- (h) To construct and maintain buildings and alter and improve the same including any existing buildings and to provide the same with light water drainage and all other necessities
- (i) Subject to any such consents as may be required in law to raise money for any of the above such purposes by mortgaging or charging all or any such property as may legally be mortgaged or charged with capital sums or with terminable annuities for life or years
- (j) To accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Association and generally to manage invest and expend all monies belonging to the Association
- (k) To invest the monies of the Association 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) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (l) To take such steps by personal or written appeals public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Association

- (m) To subscribe to any local or other charities and to grant donations for any public purpose in furtherance of the objects of the Association
- (n) To amalgamate with any company, institution, society or association having objects wholly or in part similar to those of the Association
- (o) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Association is authorised to amalgamate
- (p) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves
- (q) To provide indemnity insurance for the members of the Council of Management and other officers or trustees of the Association in accordance with and subject to the conditions in section 189 of Charities Act 2011
- (r) To do all such other things as are necessary for the attainment of the above Objects or any of them

PROVIDED THAT

- (i) In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with or invest the same in such manner as allowed by law having regard to such trusts
- (ii) The Association's Objects shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales the Association shall not sell mortgage or charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Council of Management or governing body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would have been as such Council of Management or governing body if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commission over such Council of Management or governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated

NO DISTRIBUTION

- 7 The income and property of the Association whensoever derived shall be applied solely towards the promotion of the Objects of the Association 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 the Association **PROVIDED** that nothing herein shall prevent payment in good faith -

- (a) of reasonable and proper remuneration to any officer or servant of the Association (not being a Member of the Council of Management or Governing Body) or to any Member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding 2% less than National Westminster base lending rate for the time being or 3% whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any Member of the Association but so that no Member of the Council of Management or governing body of the Association shall be appointed to any salaried offices of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or monies worth shall be given by the Association to any Member of such Council or governing body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association **PROVIDED** that the provisions last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or governing body may be a Member and in which such Member shall not hold more than one hundredth part of the capital and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment
- (b) in case of a Member of the Council of Management or governing body being a Solicitor or other person engaged in any profession of all usual professional and other charges for work done by him or his firm in connection with the execution of the trusts of the Association
- (c) of any premiums or other sums for trustee indemnity insurance cover purchased at the expense of the Association for a member of the Council or other officer or trustee of the Association in accordance with, and subject to the conditions in section 189 of the Charities Act 2011
- (d) to any member of the Council or other officer of the Association pursuant to an indemnity from the Association in the circumstances specified in Article 59

LIMITED LIABILITY

- 8 The liability of the members is limited
- 9 Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Association contracted before he ceases to be a Member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding One Pound (£1)

WINDING UP

- 10 If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Member of the Association but shall be given or transferred to some other

institutions having Objects similar to the Objects of the Association and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof such institution or institutions to be determined by the Members of the Association as or before the time of dissolution and if insofar as effect cannot be given to such provision then to some other charitable Objects

CONFLICT OF INTERESTS

- 11 1) No Member of the Council of Management or connected person may
- (a) buy any goods or services from the Association on terms preferential to those applicable to members of the public;
 - (b) sell goods, services, or any interest in land to the Association,
 - (c) be employed by, or receive any remuneration from the Association,
 - (d) receive any other financial benefit from the Association,
- unless and to the extent that this is permitted by Article 7 or 59 or other relevant provision of these Articles or permitted by statute or authorised by the court of the Charity Commission
In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value
- 2) A Member of the Council or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provisions of services, to the Association where and to the extent that is permitted in relation to the members of the Association in accordance with Article 7 of these Articles and in accordance with and subject to the conditions in, sections 185 and 186 of the Charities Act 2011
- 3) A Member of the Council or connected person may receive interest on money lent to the Association at a reasonable and proper rate which must be not more than the rate specified in Article 7(a) of these Articles
- 4) A Member of the Council or connected person may receive rent for premises let by the Member of the Council or connected person to the Association in accordance with the provisions of Article 7 The Member of the Council concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion
- 12 In article 11 'connected person' means
- 1) a child, parent, grandchild, grandparent, brother or sister of the Member of the Council,
 - 2) the spouse or civil partner of the Member of the Council of any person falling within sub-clause (1) above;
 - 3) a person carrying on business in partnership with the Member of the Council or with any person falling within sub-clause (1) or (2) above;
 - 4) an institution which is controlled
 - (a) by the Member of the Council or any connected person falling within sub-clause (1), (2) or (3) above, or
 - (b) by two or more persons falling within sub-clause 4(a),
when taken together
 - 5) a body corporate in which
 - (a) the Member of the Council or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or

- (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest,

and Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article

- 13 1) A Member of the Council must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared. A Member of the Council must absent himself or herself from any discussions of the Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest)
- 2) If a conflict of interests arises for a Member of the Council 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 these Articles, the unconflicted Members of the Council may authorise such a conflict of interests where the following conditions apply
- (a) the conflicted Member of the Council is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Member of the Council does not vote on any such matter and is not to be counted when considering whether a quorum of Members of the Council is present at the meeting, and
- (c) the unconflicted Member of the Council consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying
- 3) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Member of the Council or to a connected person

MEMBERS

- 14 The number of members with which the Association proposes to be registered is four but the Council of Management may from time to time register an increase of members
- 15 The subscribers to the Memorandum of Association and such other persons as the Council of Management shall admit to membership shall be members of the Association
- 16 The provisions of Section 113 of the Act shall be observed by the Association and every member of the Association shall either sign a written consent to becoming a member or sign the register of members on becoming a member

ORDINARY GENERAL MEETINGS

- 17 The first General Meeting shall be held at such time not being less than one month or more than three months after the Incorporation of the Association and at such place as the Council of Management may determine
- 18 Subsequent Ordinary General Meetings (hereinafter called "Annual Meetings") shall be held once in every year or so soon thereafter as possible at such place as may be determined by the

Council of Management and not more than fifteen months shall elapse between the date of one Annual Meeting of the Association and that of the next. The Members of the Association may at a General Meeting resolve by ordinary resolution to dispense with the requirement to hold an Annual Meeting.

- 19 A General Meeting (including an Annual Meeting) shall be called by fourteen days' notice unless the Act requires longer notice to be given having regard to the resolutions which it is proposed to pass at the meeting. The notice shall be exclusive of the day for which it is given and shall specify the place, the day and the hour of Meeting and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned or in such manner (if any) as may be prescribed by the Association in General Meeting to such persons as are under the Articles of the Association entitled to receive such notices from the Association PROVIDED that a meeting of the Association shall not withstanding that it is called by a shorter notice than that specified in the Article be deemed to have been duly called if it is so agreed.
- (a) in the case of a Meeting called as the Annual Meeting by all the Members entitled to attend and vote thereat, and
 - (b) in the case of any other Meeting by the majority in number of the Members having a right to attend and vote at the Meeting being a majority together representing not less than 95% of the total voting rights at that Meeting of all the Members.
- 20 One half of the total number of registered Members entitled to vote shall be a quorum.

GENERAL MEETINGS SUMMONED BY MEMBERS

- 21 The Council of Management may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall be convened by the Council of Management on requisition or in default may be convened by the requisitionists in the manner provided by Section 305 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Council of Management to form a quorum any Member of the Council of Management or any two Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Council of Management.
- 22 At any Extraordinary Meeting summoned on a requisition one half of the requisitionists shall be a quorum but in all other cases one half of the total number of registered Members entitled to vote shall be a quorum at an Extraordinary General Meeting.

CONDUCT OF BUSINESS AT GENERAL MEETINGS

- 23 At any Meeting a Chair shall be appointed from the Members there present.
- 24 No Member shall have more than one vote except that in any case of equality of votes on a division the Chair shall have a second or casting vote.

- 25 Save as herein expressly provided no Member other than a Member duly registered shall be entitled to vote on any question either personally or by proxy or as a proxy for another Member at any General Meeting
- 26 Votes may be given on a poll either personally or by proxy on a show of hands. A Member present only by proxy shall have no vote but a proxy for a Corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provide by Section 323 of the Act. A proxy need not be a Member
- 27
- 1) A proxy shall be appointed by a notice in writing (a 'proxy notice') which
 - (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Council may determine, and
 - (d) is delivered to the Association in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate
 - 2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
 - 3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
 - 4) Unless a proxy notice indicates otherwise, it must be treated as -
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself
 - 5) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person
 - 6) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
 - 7) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
 - 8) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf
28. The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall
- (a) in the case of an appointment which is not given in electronic form, be deposited at the Registered Office not less than forty-eight hours before the time appointed for holding Meeting or adjourned Meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and
 - (b) in the case of an appointment given in electronic form where an address has been specified or agreed by the Members of the Council for the purposes of receiving electronic

communication addressed to the Association, be received at such address not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting,

and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

- 29 A vote given in accordance with the terms of an instrument of proxy shall be valid or notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.
- 30 No person shall vote on any matter in which he is personally or pecuniarily interested or otherwise debate on such matters without the permission of the majority of the persons present and voting such permission to be given or withheld without discussion.
- 31 Proceeding at any Meeting shall not be invalidated by reason of any informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

THE COUNCIL OF MANAGEMENT

- 32 The Association and the property and affairs thereof shall be under the control and management of the Council of Management (hereinafter called "the Council").
- 33 The Council shall consist of the Treasurer of the Association for the time being and up to fourteen elected Members.
- 34 The first Council shall consist of the persons named in the Schedule to these Articles who shall retain office until the first Annual Meeting.
35. At the first Annual Meeting and at all subsequent Annual Meetings one-third of the Members of the Council or the number nearest thereto shall retire in rotation according to seniority of standing on the Council and in cases of equal seniority the Members or Member to retire shall be determined by ballot at a Meeting of the Council held previously to the Annual Meeting. Retiring Members shall be eligible for re-election.
- 36 Any vacancy among the elected Members of the Council caused otherwise than by retirement under the last Article may be filled up by the Council by co-option.
- 37 All elected Members of the Council shall remain in office until their successors are appointed.
38. The Council may act for all purposes notwithstanding any vacancy in their number and all proceedings at any Meeting of the Council shall be valid and effectual notwithstanding that it may be discovered afterwards that any Member of the Council has been informally elected or is not properly qualified.
- 39 If at any Extraordinary General Meeting summoned or requisitioned a Resolution disapproving of any act on the part of the Council shall be passed by a majority of two-thirds

of the Members present and voting on the question the elected Members of the Council shall immediately cease to hold office and new Members shall be elected in their place at the same Meeting but the old Members shall be eligible for re-election

POWERS AND PROCEEDING OF THE COUNCIL

- 40 In addition to all powers hereby conferred upon them and without detracting from the generality of their powers under the past proceeding or any other Article the Council shall have the following powers namely -
- (a) Subject to any such consents as may be required in law to expend funds of the Association in such manner as they shall consider most beneficial for the purposes of the Association and to invest in the name of the Association or in the names of trustees such part thereof as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any sale for the purposes of the Association.
 - (b) To acquire in the name of the Association or in the names of trustees, build upon, pull down, rebuild, add to, alter, repair, improve, sell or dispose of, or otherwise deal with any land or premises for the use of the Association
 - (c) To enter into contracts on behalf of the Association
 - (d) Subject to any such consents as may be required in law to borrow money upon the security of any of the property of the Association and to grant or direct to be granted mortgages for securing the same
 - (e) To delegate all or any of their powers to any committee PROVIDED THAT all acts and proceedings of such committee shall be reported back as soon as possible to the Council
 - (f) To make, and from time to time to repeal or alter, regulations as to the management of the Association and affairs thereof and as to the duties of any officers or servants of the Association and to the conduct of business by the Council or any sub-committee and as to any of the matters or things within the powers or under the control of the Council provided that the same shall not be inconsistent with the Memorandum and Articles of Association
 - (g) Generally to do all things for the due conduct of the affairs of the Association not herein otherwise provided for
- 41 The Council may meet for the despatch of business adjourn and otherwise regulate their Meetings as they may think fit and a quorum will be four Members of the Council No decision may be made by a meeting of the Council unless a quorum is present 'Present' includes being present by suitable electronic means agreed by the members of the Council in which a participant or participants may communicate with all the other participants Two Members of the Council may at any time (and the Secretary shall upon request in writing of two Members of the Council) summon a Meeting of the Council. Notice of every Meeting of the Council stating the general particulars of all business to be considered at such Meeting shall be sent by post or email to each Member of the Council at least three days before such Meeting unless

urgent circumstances require shorter notice but the proceedings of any Meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. A meeting may be held by suitable electronic means agreed by the members of the Council of Management in which each participant may communicate directly with all other participants

- 42 All questions shall be decided by the votes of the majority of the Members of the Council present and voting thereon at a Meeting of the Council
- 43 The Council shall cause Minute Books to be kept of the proceedings at General Meetings of the Association and at Meetings of the Council and shall cause entries to be made therein of all Resolutions put to the vote and of the result of, the voting and any such minutes signed by the Chair or by a Member of the Council present at the Meeting shall be sufficient evidence of the due passing of any Resolution and of the amount of the majority voting in favour thereof
- 44 The Council shall elect a permanent Chair. In his or her absence from any Meeting of the Council a Chair shall be elected by the Meeting. In case of equality of votes the Chair of the Meeting shall have a second or casting vote
- 45 Bankers shall be appointed and may be changed by the Council. Cheques or other payments including online payments shall be signed or authorised by two persons who are authorised by the Council from time to time in writing to sign cheques on behalf of the Association

PRESIDENT AND PATRONS

- 46 The Council may appoint a President and such number of Patrons of the Association as it shall determine from time to time. A Patron or President may resign by notice in writing sent by post or delivered to the Secretary and thereupon shall cease to be a Patron or President. A Patron or President may be removed by Resolution of the Council. The President and Patrons shall be entitled to be present and speak at any General Meeting of the Association but shall not have any rights to vote

OFFICERS

- 47 There shall be a Treasurer of the Association appointed by the Council and he or she shall perform such functions as shall be assigned to him or her by the Council
- 48 Subject to the Act the Council may appoint or engage on such terms as consistent with the provisions of Articles 6 and 7 of these presents and to discharge such duties as they may think fit, a Secretary and such other officers and such servants as they shall think fit and may dismiss any Secretary other officer or servant to be appointed or engaged

SEAL

- 49. The Council may provide a Common Seal for the purposes of the Association which shall be kept under such custody and control as the Council shall from time to time determine. The Seal of the Association shall not be affixed to any instrument except pursuant to a Resolution of the Council and in the presence of two Members of the Council who shall sign every

instrument to which the seal is affixed in their presence and every such instrument shall be countersigned by the Secretary

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 50 1) The office of a Member of the Council shall be vacated without the need for further resolution of the Council, if the Member of the Council -
- a) except as authorised by these Articles or the Charity Commission without the consent of the Association in General Meeting holds any other office of profit under the Association, or
 - b) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - c) becomes prohibited from being a Member of the Council or trustee of the Association by reason of Sections 178 and 179 of Charities Act 2011 (or any statutory re-enactment or modification of those provisions or any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a member of the Council, or
 - d) in the written opinion, given to the Company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Councillor and may remain so for more than three months, or
 - e) resigns his office by notice in writing (but only if least four members of the Council will remain in office when the notice of resignation is to take effect) , or
 - f) ceases to be or represent a member of the Association, or
 - g) shall for more than six consecutive months have been absent without permission of the Council from meetings of the Council held during that period and that the remaining members of the Council resolve that his office be vacated
- 2) No person shall cease to be a Member of the Council by reason only of his or her having attained a certain age

ACCOUNTS

- 51 The Council shall cause Accounting records to be kept in accordance with the relevant provisions of the Act
- 52 The Accounting records shall be kept at the Registered Office or subject to Section 388 of the Act at such other place or places as the Council shall think fit and shall always be open to inspection by the Members of the Council
- 53 The Association may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the books and Accounts of the Association may be inspected by the

Members and subject thereto the books and Accounts shall be open to inspection by the Members at all reasonable times during the usual business hours

- 54 The Council shall lay before the General Meeting of the Association in each year an income and expenditure account of the Association and a Balance Sheet for the year ending on the previous thirty-first December such Account and Balance Sheet shall be accompanied by a report of the Council as to the state of affairs of the Association and a report of the Auditors and the Balance Sheet shall comply with the provisions of the Companies Acts A copy of every Balance Sheet together with copies of the said reports not less than twenty-one days before the date of the Meeting before which such Balance Sheets and reports are to be laid be sent to all persons entitled to receive notices of General Meetings of the Association
- 55 Where applicable, Auditors shall be appointed and their duties regulated in accordance with the Act Except where required by law or by the Charity Commission, the decision whether to recommend the appointment of Auditors shall be at the discretion of the Directors, subject to the approval of the membership at each Annual General Meeting

NOTICES

- 56 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 Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association
- 2) Subject to the articles, any notice or document to be sent or supplied to a Member of the Council in connection with the taking of decisions by the Members of the Council may also be sent or supplied by the means by which that Members of the Council has asked to be sent or supplied with such notices or documents for the time being
- 3) Any notice to be given to or by any person pursuant to the articles
(a) must be in writing, or
(b) must be given in electronic form
- 4) The Association may give any notice to a member either
(a) personally, or
(b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
(c) by leaving it at the address of the member, or
(d) by giving it in electronic form to the member's address
(e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting
- 5) A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association
- 6) A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called

- 7) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- 8) Proof that an electronic form of notice was given shall be conclusive where the Association can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Act
- 9) In accordance with section 1147 of the Act notice shall be deemed to be given
 - (a) 48 hours after the envelope containing it was posted, or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent

57 Notice of every General Meeting shall be given in any manner hereinbefore authorised to

- a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notice to them in accordance with article 56(5),
- b) any auditor for the time being of the Association,
- c) the Chief Executive Officer and the Secretary and Treasurer of the Association at the time of the meeting at the time of the notice being served,

No other person shall be entitled to receive notices of General Meetings

- 58 The accidental omission to give notice of a Meeting to or the non-receipt of a notice of a Meeting by any person entitled to receive notice shall not invalidate the proceedings at that Meeting

INDEMNITY

- 59 Subject to and only to the extent permitted by sections 232 to 234 of the Act every Member of the Council or any committee and every officer and trustee of the Association and any former Member of the Council officer or trustee of the Association shall be entitled to be indemnified out of the assets of the Association against all losses and liabilities incurred by them in or about the execution of his office or otherwise in relation thereto

First Elected Members of the Council of Management

SHIRLEY METHERELL

L.P. HIGGINS

PETER H. ARDERN

DAVID KENNETH METHERELL