

COMPANY NUMBER - 2324869

THE COMPANIES ACT 1985 - 2006

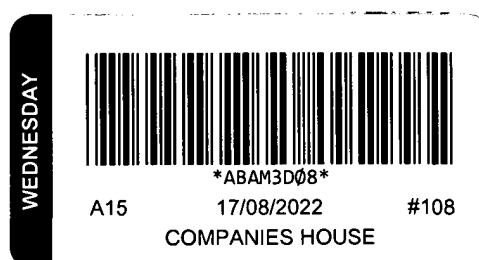
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION

OF

ENGINEUITY**

Incorporated the 5th day of December 1988
New Memorandum and Articles of Association adopted by special resolution on 11 June
2015 and amended further on 22 June 2022



THE COMPANIES ACT 1985 - 2006

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
ENGINUITY

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

DERRICK HENRY SMITH
63 Lister Gardens
Edmonton
London
N18 1JA



LEGAL EXECUTIVE

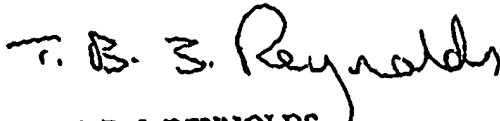
CHRISTINE ALICE HILL
208 Prestwick Road
South Oxhey
Watford
Herts
WD1 6LH



LEGAL ASSISTANT

Dated this 16th day of November 1988

Witness to the above Signatures:



T. B. J. REYNOLDS
54 Clarendon Road,
Watford, WD1 1LB,
Herts,

THE COMPANIES ACT 1985 - 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF ENGINUITY

1. In these Articles the following words shall bear the meanings attributed to them below, if not inconsistent with the subject or context

"Act" means the Companies Act 2006 and every other act for the time being in force concerning Companies and affecting the Company as the context so admits;

"Board" means the Board or Board of Management for the time being of the Company;

"Board Member" has the meaning given to it in Article 37;

"Chair" means the person appointed to that position by the Board pursuant to Article 52;

"Commercial Participators" has the meaning given to it in the Charities Act 1992;

"Company" means the above named Company;

"Connected Person" includes

(a) any child, parent, grandchild, grandparent, brother or sister of a Trustee (and includes any step-child or illegitimate child);

(b) the spouse, civil partner of a Trustee or any person falling within (a) (and includes any person with whom a Trustee lives as partner in an enduring relationship);

(c) a person carrying on business in partnership with a Trustee or with any person falling within (a) or (b);

(d) an institution which is controlled: (i) by a Trustee or by any person falling within (a), (b) or (c), or (ii) by two or more persons falling within (d)(i), when taken together; and

(e) a body corporate in which (i) a Trustee or any connected person falling within any of paragraphs (a) to (c) has a substantial interest, or (ii) two or more persons falling within (e)(i) when taken together, have a substantial interest;

and 'controlled' and 'substantial interest' have the meaning provided in sections 351 to 352 of the Charities Act 2011.

"Data Protection Law" means all applicable data protection and privacy legislation in force from time to time in the UK, including: the General Data Protection Regulation ((EU) 2016/679) as it forms part of the law of England and Wales, Scotland and Northern Ireland by virtue of section 3 of the European Union (Withdrawal) Act 2018

and as amended by the Data Protection, Privacy and Electronic Communications (Amendments etc) (EU Exit) Regulations 2019 (SI 2019 No. 419) (UK GDPR); the Data Protection Act 2018; the Privacy and Electronic Communications Directive 2002/58/EC (as amended or updated from time to time, including by Directive 2009/136/EC) and the Privacy and Electronic Communications Regulations 2003 (SI 2003 No. 2426) as amended; the Data Protection Charges and Information Regulations 2018 (SI 2018 No. 480); and any other European Union applicable legislation and regulatory requirements in force from time to time relating to personal data and all other legislation, in each case as amended, replaced or updated from time to time and together with any subordinate or related legislation made under any of the foregoing and regulatory requirements in force from time to time which apply to a party relating to the use of Personal Data (including, without limitation, the privacy of electronic communications);

“Document” includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;

“Education” means an establishment providing education or further education or higher education in the United Kingdom together with any bodies representing such establishments;

“Electronic Form” and “Electronic Means” have the meanings respectively given to them in section 1168 of the Act;

“Eligible Board Members” means those Board Members who would be entitled to vote on a resolution at a Board meeting;

“General Meeting” means General Meeting of the Company held in accordance with the Articles and the provisions of the Act;

“Hard Copy” and “Hard Copy Form” have the meanings given to them in the Act;

“Industry” means the science, technology and engineering industries and other industry where science, technology and engineering skills are required in the interest of that other industry and, to the extent that the same may not be included in the foregoing, manufacturing or process industries;

“Nominations Committee” has the meaning given to it in Article 44;

“Professional Fundraisers” has the meaning given to it in the Charities Act 1992;

“Seal” means the common seal of the Company;

“Secretary” means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company including a joint, assistant or deputy secretary;

“Registered Members” means those persons who are members of the Company as a matter of company law, as set out in Article 13;

“United Kingdom” means Great Britain and Northern Ireland;

2. Unless specifically stated otherwise
 - 2.1 Words or expressions bear the same meaning as in the Act as in force on the date when these Articles become binding on the Company;
 - 2.2 Words denoting the singular include the plural and vice versa;
 - 2.3 Words denoting any one gender include all genders;
 - 2.4 Each reference to person includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund and trust (in each case, whether or not having separate legal personality); and
 - 2.5 General words shall not be given a restrictive interpretation by reason of their being preceded or followed by words indicating a particular class of acts, matters or things.
3. The Companies (Model Articles) Regulations 2008 shall not apply to the Charity.
4. The name of the Company is “Enginuity”, or such other name as the Board Members may from time to time decide.
5. The registered office of the Company will be situated in England.
6. The objects for which the Company is established are for the public benefit:

To promote and advance education, training and skills in science, technology, engineering and manufacturing, and in particular to advance skills in such areas as are or may be in future required by the engineering profession, for the development of: (i) persons employed or intending to be employed in Industry and / or commerce, and (ii) the public generally.
7. In furtherance of the above objects but not further or otherwise, the Company shall have the following powers:
 - (a) To develop and set standards for education, training and skills development, to validate, test and monitor such standards and to issue certificates.
 - (b) To provide facilities for education, training and skills development, including digital and physical facilities.
 - (c) To provide training courses, instruction and demonstrations of all sorts, delivered both online and in person.
 - (d) To cooperate with any person or organisation in the provision of industrial or commercial activity connected with education, training, skills development and / or technological solutions.
 - (e) To obtain grants from any source for the purposes of the Company and to carry out the terms of any such grants.

- (f) To provide assistance by grants or otherwise to individuals and organisations engaged or intending to be engaged in any activities mentioned in the foregoing objects to enable them to obtain education and training.
- (g) To seek information from employers in Industry and commerce, analyse and publish it as the Board Members see fit from time to time.
- (h) Subject always to Data Protection Law, to collect information and data from individuals and organisations who engage with the Company via the use of its education, training and skills development facilities, and to analyse and publish such information and data as the Board Members see fit from time to time.
- (i) To accept subscriptions, donations, devise and bequests of, and to acquire by purchase, lease, exchange, hire, hire purchase or otherwise any real or personal property and any rights to privileges necessary for the promotion of its objects and to construct maintain and alter any buildings as may be thought fit.
- (j) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company.
- (k) To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise, provided the Company shall not undertake any permanent trading activities in pursuance of the principal objects of the Company herein set forth.
- (l) Subject to such requirements imposed by the general law, to cooperate with third parties (including sponsors, Professional Fundraisers and Commercial Participators) in order to raise funds for the Company.
- (m) Subject to such consents as may be required by law, to sell, let, mortgage charge, dispose of or turn to account all or any of the property of the Company.
- (n) To invest any moneys of the Company in any manner authorised for the investment of trust funds and to appoint professional advisers with discretionary powers to manage such funds to achieve agreed performance objectives.
- (o) To employ and remunerate staff not being Board Members (as defined in Article 37 of these Articles of Association), and to grant reasonable and necessary pensions and retirements benefits to or for employees of the Company and to the widows, children and other dependents of deceased employees who are in necessitous circumstances, and to pay or subscribe to funds or schemes for the provision of such pensions and retirements benefits for employees or former employees of the Company, their widows, children and other dependents.
- (p) Subject to such consents as may be required by law, to borrow money and to secure the repayment of any loans or other obligations of the Company by mortgage or charge of any assets of the Company.

- (q) To encourage the involvement of individuals and organisations in the activities of the Company.
- (r) To establish and maintain close links with other national and international bodies concerned with the setting of training standards, the delivery of education and training and the provision of information about education and training.
- (s) To carry out, promote and encourage research in education and training and related fields and to secure the dissemination of the results of that research.
- (t) To carry out and promote the printing and publishing of papers, periodicals, books, leaflets, reports and training material of all kinds in any medium and to maintain bibliographies and libraries of such material.
- (u) To acquire all or any of the share or loan capital of any company, whatever incorporated, engaging or proposing to engage in any activity or interest which appears likely to be advantageous to the Company.
- (v) To merge with any charitable association, institution or other bodies incorporated or unincorporated whose objects support or are otherwise similar to those of the Company.
- (w) To establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, or afford financial or other assistance to the work of any charitable associations or institutions and other bodies incorporated or not incorporated whose objects support or are otherwise similar to those of the Company.
- (x) To carry out business overseas and to procure the Company to be registered or recognised in any country or place in any part of the world.
- (y) To provide indemnity insurance to cover the liability of the Board Members which by virtue of any rule of law would otherwise attach to them, or any one of them, in respect of any negligence, default, breach of trust or breach of duty in relation to the Company. Provided that any such insurance shall not extend to any claim arising from any act or omission which the Board Members, or Board Member concerned, knew to be a breach of trust or breach of duty or which was committed by the Board Member(s) in reckless disregard of whether it was a breach of trust or breach of duty or not and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board Members, or any Board Member, in their capacity as Board Member(s).
- (z) To do all other lawful things necessary to the carrying out of its objects.

Provided always that

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

- ii. The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- iii. In case the Company shall take or hold any property, subject to the jurisdiction of the Charity Commission for England and Wales, the Company shall not sell, mortgage, charge or lease the property without such authority, approval or consent as may be required by law.
- iv. In case the Company shall merge with another charitable or other organisation, the Company shall be satisfied that sufficient funds are made available to ensure a successful merger.

USE OF INCOME AND PROPERTY

- 8. The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Registered Members and no Board Member shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company, provided that this Article shall not prevent any payment in good faith by the Company:
 - 8.1 of reasonable and proper remuneration to any Registered Member, officer or employee of the Charity (not being a Board Member) for any goods or services supplied to the Charity and of travelling expenses necessarily incurred in carrying out the duties of officer or employee of the Charity;
 - 8.2 of remuneration to the Chair notwithstanding the fact that they are a Board Member;
 - 8.3 of interest at a reasonable rate on money lent by any Registered Member or Board Member;
 - 8.4 of reasonable and proper rent or hiring fee for premises let or hired to the Company by any Registered Member or Board Member;
 - 8.5 of fees, remuneration or other benefit, in money or money's worth, to a company of which a Board Member may be a member holding not more than one per cent part of the issued share capital of that company;
 - 8.6 to any Board Member of reasonable out-of-pocket expenses;
 - 8.7 of an indemnity to any Board Member in respect of any liabilities properly incurred in running the Company in accordance with Article 92;
 - 8.8 of the payment of remuneration to a Board Member for services under a contract with the Company as authorised by Article 9;
 - 8.9 of the payment of any premium in respect of any indemnity insurance to cover the liability of the Board Members as permitted under Articles 7(y) and 92;

- 8.10 of the payment to any Registered Member or Board Member of charitable benefits in furtherance of the Objects; and
- 8.11 in exceptional cases of other payments or benefits (but only with the written approval of the Charity Commission in advance).
- 9. A Board Member may not be an employee of the Company, but a Board Member or a Connected Person may enter into a contract with the Company to supply services or goods to the Company in return for a payment or other material benefit if:
 - 9.1 the services or goods are actually required by the Company;
 - 9.2 the nature and level of the payment or benefit is no more than is reasonable in relation to the value of the goods or services and recorded in an agreement in writing;
 - 9.3 the number of Board Members who are interested in any such a contract in any financial year of the Company is in the minority; and
 - 9.4 before entering into such a contract, the Board Members have decided that they are satisfied that it would be in the best interests of the Company, and likely to promote the success of the Company, for the goods or services to be provided by the relevant person (as opposed to being provided by someone who is not a Board Member or a Connected Person) to, or on behalf of, the Company for the amount or maximum amount of benefit or payment.

MEMBERS' LIABILITY

- 10. The liability of Registered Members is limited.
- 11. Every Registered Member of the Company undertakes to contribute such amount as may be required, not exceeding £1.00, to the assets of the Company in the event of the same being wound up while they are a Registered Member or within one year after they cease to be a Registered Member and of the cost charges and expenses of winding up and for adjustment of the rights of contributories among themselves.
- 12. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to, or distributed among, the Registered Members or Board Members but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Company and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Company by Article 8 hereof, such institution or institutions to be determined by the Registered Members at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable purpose.

MEMBERSHIP

- 13. The Board Members from time to time shall be the only members of the Company ("**Registered Member**" or "**Registered Members**").
- 14. A Board Member shall become a Registered Member automatically on becoming a Board Member.

15. A Registered Member shall cease to be a Registered Member if they cease to be a Board Member.
16. Membership is not transferable and shall cease on death.

GENERAL MEETINGS

17. The Company shall not be required to hold an Annual General Meeting.
18. Any two Board Members may (and the Secretary (if any) must at the request of two Board Members) call a General Meeting at any time.
19. All General Meetings shall be called by fourteen days' notice in writing, or such shorter notice as may be provided for in the Act. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting, and the general nature of business to be discussed, and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be notified to such persons as are, under the Act and / or the Articles of the Association, entitled to receive such notices from the Company.
20. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.
21. In determining whether Registered Members are present and participating in a General Meeting, it is irrelevant where any Registered Member is or how they communicate with each other. General Meetings can take place in person or through video or teleconferencing facilities so long as all the Registered Members are able to communicate with one another. A Registered Member who is present at a General Meeting electronically as contemplated by this Article 21 shall be deemed for the purposes of these Articles to be present in person.
22. If all the Registered Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

PROCEEDINGS AT GENERAL MEETINGS

23. No business shall be transacted at a General Meeting unless a quorum of Registered Members is present at the time when the meeting proceeds to business. A quorum shall consist of six Registered Members present in person or by proxy.
24. If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting shall stand adjourned to such other day and at such other time and place as the Chair may determine after consulting those present, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
25. The Chair shall preside as chair of every General Meeting. If at any General Meeting the Chair is not present within fifteen minutes after the time appointed for holding such General Meeting, a Deputy Chair shall act as Chair. Failing that, the Board members present may choose one of their number to be the chair of the meeting.

26. Any General Meeting may adjourn from time to time as the meeting thinks fit

VOTES OF REGISTERED MEMBERS

27. Voting at a General Meeting shall be by a show of hands and every Registered Member present in person or by proxy shall have one vote.
28. Either before, or on the declaration of the result of, such a vote a poll may be demanded by
- (i) the Chair; or
 - (ii) two Registered Members having the right to vote at the meeting; or
 - (iii) a Registered Member or Registered Members present in person or by proxy and representing not less than one tenth of the total voting rights of all Registered Members having the right to vote at the meeting.
29. In respect to voting by proxy the applicable sections of the Act shall apply.

WRITTEN RESOLUTIONS

30. Subject to these Articles 30 – 36 and the Act, a written resolution agreed by:
- (a) Registered Members representing a simple majority; or
 - (b) (in the case of a special resolution) Registered Members representing not less than 75%,
- of the total voting rights of Registered Members shall be as effective as an equivalent resolution passed at a duly convened General Meeting.
31. On a written resolution each Registered Member shall have one vote.
32. A Registered Members' resolution under the Act removing a Board Member or auditor before the expiry of their term of office may not be passed as a written resolution.
33. A copy of a proposed written resolution must be sent to every eligible Registered Member.
34. The required majority of eligible Registered Member must signify their agreement to the written resolution within the period of 28 days beginning with the date the text of such written resolution is circulated.
35. A Registered Member signifies their agreement to a proposed written resolution when the Company receives from them (or from someone acting on their behalf) an authenticated Document:
- (a) identifying the resolution to which it relates; and
 - (b) indicating the Registered Member's agreement to the resolution.

36. For the purposes of Article 35:

- (a) a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
- (b) a Document sent or supplied in Electronic Form is sufficiently authenticated if:
 - i. the identity of the sender is confirmed in a manner specified by the Company; or
 - ii. where no such manner has been specified by the Company, if the communication contains or is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement.

If the Company gives an electronic address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the Document).

BOARD MEMBERS

- 37. The Board shall consist of a minimum of six individuals ("Board Members").
- 38. The chair of EAL shall be an ex-officio Board Member.
- 39. Any person who is willing to act as a Board Member and recommended by the Nominations Committee, and who would not be disqualified from acting under the provisions of Article 51, may be appointed to be a Board Member by a decision of the Board, subject to the provisions of these Articles.
- 40. Candidates for the office of a Board Member shall be required to go through an open recruitment process overseen by the Nominations Committee.
- 41. All Board Members shall be appointed to serve for a term of three years to commence on the date of their appointment.
- 42. Subject to Article 43, retiring Board Members may be reappointed but a Board Member who has served for three consecutive terms of office must take a break from office and may not be reappointed until the anniversary of the commencement of their break from office.
- 43. A retiring Board Member who has served for three or more consecutive terms of office may be reappointed notwithstanding Article 42 if the Board Members who are not subject to retirement agree unanimously that it is in the best interests of the Company to reappoint the retiring Board Member for a further fixed term of one year. At the end of such fixed term the relevant Board Member shall cease automatically to hold office.
- 44. The Board may act notwithstanding any vacancy in its body provided that if the number of Board Members shall fall below six then the Board may only act for the purposes of filling vacancies in the Board.

45. The Board may also invite such other persons as it thinks fit to attend and speak (but not vote) at meetings of the Board either generally or on any specific occasion.
46. Board Members shall be entitled to be paid all reasonable expenses properly incurred by them in attending and returning from meetings of the Board or any committee thereof or otherwise in connection with the business of the Company, pursuant to Article 8.6.
47. The Board shall appoint a Nominations Committee in accordance with this Article 47.
 - (a) The Board shall determine the terms of reference and manner of proceedings for the Nominations Committee.
 - (b) The purpose of the Nominations Committee shall be to consider and assess nominations received for positions on the Board and to recommend candidates for Board Membership as appropriate.
 - (c) When making recommendations to the Board under Article 47(b), the Nominations Committee shall seek to ensure that the Board is representative of employers operating in the engineering sector. For the avoidance of doubt, the Nominations Committee may consider and assess nominations and make recommendations to the Board under Article 47(b) at any time and, in doing so, shall take into account the incumbent Board Members.

POWERS OF BOARD

48. The business of the Company shall be managed by the Board, who may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
49. All cheques, promissory notes, draft bills of exchange and other negotiable instruments, and all receipts for monies paid to or by the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
50. The Board shall cause proper minutes to be kept of the proceedings of the Board or any committee thereof

DISQUALIFICATION OF BOARD MEMBERS

51. The office of Board Member shall vacate if the Board Member:
 - (a) becomes employed by, or is appointed as a remunerated officer of, the Company, except in the case of such Board Member who is the Chair; or
 - (b) becomes disqualified from acting by virtue of the Charities Act 2011; or
 - (c) ceases to be a Board Member by virtue of any provision of the Act, or is prohibited from being a director by law; or

- (d) is subject to a bankruptcy order being made against them, or an order is made against them in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy, or
- (e) is subject to a composition being made with their creditors generally in satisfaction of their debts; or
- (f) is the subject of a written opinion by a registered medical practitioner who is treating that Board Member, addressed to the Company, stating that the Board Member has become physically or mentally incapable of acting as such and may remain so for more than three months; or
- (g) resigns their office by notice in writing to the Company; or
- (h) is absent without the permission of Board Members from all Board and Committee meetings held within a period of twelve months and Board Members resolve that their office is vacated; or
- (i) is removed from office by a resolution of the Board Members at a meeting at which at least half of the Board Members are present. Such a resolution shall not be passed unless the Board Member in question has been given at least 14 days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of making oral or written representations to the Board.

PROCEEDINGS OF THE BOARD

- 52. The Board Members may appoint one of their number to be the Chair of the Company ("the Chair") for such term of office as they determine and may at any time remove them from that office.
- 53. The Board Members may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Issues arising at any meeting on which consensus cannot be achieved shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote. Notwithstanding the foregoing the Chair shall be absent from any part of a meeting at which the question of their remuneration is discussed and shall not be entitled to vote or any resolution in relation thereto. A Board Member may, and the Secretary on the requisition of a Registered Member shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Board Member who is for the time being absent from the United Kingdom.
- 54. Subject to the Articles, Board Members participate in a Board meeting, or part of a Board meeting, when:
 - (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

55. In determining whether Board Members are participating in a Board meeting, it is irrelevant where any Board Member is or how they communicate with each other. Board meetings can take place in person or through video or tele-conferencing facilities so long as all the Board Members are able to communicate with one another.
56. If all the Board Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
57. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be six.
58. One or more Deputy Chairs may be appointed by the Board to deputise at meetings and events which would ordinarily be presided over by the Chair.
59. If at any meeting the Chair is not present within fifteen minutes after the time appointed for holding such meeting, a Deputy Chair shall act as Chair. Failing that, the Board members present may choose one of their number to be the chair of the meeting.
60. The Board may seek reports and recommendations from committees consisting of such persons as it thinks fit, including persons who are not Board Members but who have the necessary skill and experience the committee needs (provided that all committees must contain at least one Board Member). Any committee so formed shall in the exercise of their responsibilities conform to any terms of reference that may be imposed on it by the Board. All acts and proceedings of such committees should be reported back to the Board as soon as possible.
61. A committee chair will be elected by the Board in respect of each committee. If no such chair is elected, or if at any meeting the chair is not present within five minutes after the time appointed for holding such meeting, the members present may choose one of their number to be chair of the meeting.
62. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chair shall have a second or casting vote.
63. All acts bona fide done by any meeting of the Board, or of any committee, or by any person acting as a Board Member, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Board Member, or person acting as aforesaid, or that they or 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 person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
64. A resolution in writing, signed by all the Board Members for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. The signature of the Board Members need not be on a single document provided that each is on a document which accurately states the terms of the resolution and for this purpose a signed resolution in Electronic Form shall be valid and effectual. The provisions of this Article shall also apply to resolutions to be passed in committee meetings.

65. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright as security for any debt, liability or obligation of the Company or any third party.

CONFLICTS OF INTEREST

66. To the extent required by law every Board Member must disclose to the Company all matters in which they or a Connected Person has an interest which could, directly or indirectly, conflict with the interests of the Company.
67. To the extent required by law every Board Member is obliged to avoid situations in which they have (or could have) a direct or indirect interest that conflicts (or could conflict) with the interests of the Company. Where a Board Member is unable to avoid such a situation, this obligation is not infringed if:
- 67.1 the situation could not reasonably be regarded as likely to give rise to a conflict of interest; or
- 67.2 the matter has been proposed and authorised by the Board Members in the manner set out in Article 68.
68. A matter proposed to the Board Members, in relation to which a Board Member(s) is/are conflicted, may only be authorised by the Board Members where:
- 68.1 subject to Article 69, any requirements as to the quorum at the Board meeting at which the matter is considered is met without counting the Board Member(s) in question;
- 68.2 the matter is authorised without the Board Member(s) in question voting on the matter (or would have been agreed to had their vote not been counted); and
- 68.3 the Board Member(s) in question is absent from the Board meeting for that item unless expressly invited to remain to provide information.
69. Where there are insufficient Eligible Board Members to form a quorum at a Board meeting (or part of it) the Eligible Board Members present shall be deemed to form a quorum for the purposes of authorising the matter proposed to them under Article 67.2 provided that:
- 69.1 they are satisfied that the Board Member(s) in question will not receive any direct or indirect benefit other than one permitted by the these Articles; and
- 69.2 the total number of Board Members at the Board meeting is equal to or higher than the usual quorum for the Board.
70. Subject to Article 71, where a Board Member or Connected Person has a direct or indirect interest in any proposed transaction or arrangement with the Company, the Board Member must:
- 70.1 declare the nature and extent of that interest either at a Board meeting or by written notice before the Company enters into the transaction or arrangement;

- 70.2 be absent from the Board meeting for that item unless expressly invited to remain in order to provide information;
- 70.3 not be counted in the quorum for that part of the Board meeting; and
- 70.4 be absent during any vote and have no vote on the matter (whether in a Board meeting or by written resolution).
71. Notwithstanding Article 70, a Trustee who is interested in a proposed transaction or arrangement with the Charity may participate in the decision-making process and count towards the quorum for that part of the Board meeting, and be permitted to vote, if the proposed transaction or arrangement is one falling within Article 72 (a "permitted cause").
72. This Article applies when a Board Member's interest in a proposed transaction or arrangement cannot reasonably be regarded as likely to give rise to a conflict of interest, or the Board Member's conflict of interest arises from any of the following permitted causes:
- 72.1 where the proposed transaction or arrangement is one which applies to the Board Member(s) in question in common with other third parties and there is no benefit to the Board Member(s) in question over and above that afforded to such third parties;
- 72.2 any transaction or arrangement with a charity of which a Board Member is a charity trustee or with which they are otherwise connected and which is in furtherance of the objects of the Company and which does not confer a personal benefit on the Board Member;
- 72.3 any transaction or arrangement with a company limited by shares or a company limited by guarantee which is wholly owned by the Company (or the Company and other charities) and in which a Board Member does not have an interest otherwise than as an unpaid director and which does not confer a personal benefit on the Board Member; and
- 72.4 where the benefit is so negligible or minimal that it could not reasonably be regarded as giving rise to a conflict of interest.
73. Subject to Article 74, if a question arises at a Board meeting as to the right of a Board Member to participate in the Board meeting (or part of the Board meeting) for voting or quorum purposes, the question may, before the conclusion of the Board meeting, be referred to the Chair whose ruling in relation to any Board Member other than the Chair shall be final and conclusive.
74. If any question as to the right to participate in the Board meeting (or part of the Board meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Board Members at that Board meeting, for which purpose the Chair shall not be counted as participating in the Board meeting (or that part of the Board meeting) for voting or quorum purposes.

RULES

75. The Board Members may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (a) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- (b) The procedure at meetings of the Board Members and committees of the Board in so far as such procedure is not regulated by the Articles;
- (c) Generally, all such matters as are commonly the subject matter of Company rules;

provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.

SECRETARY

76. A Secretary may be appointed by the Board for such term as it may think fit. Any Secretary so appointed may be removed by the Board.

77. No Board Member may be remunerated for carrying out the role of Secretary.

78. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Board Member and as, or in place of, the Secretary.

ACCOUNTS

79. The Board shall cause accounting records to be kept in accordance with the Act.

80. The books of account shall be kept at the registered office of the Company or, subject to the Act, at such other places as the Board thinks fit.

81. Auditors shall be appointed and their duties regulated in accordance with the Act and all other relevant legislation.

ANNUAL REPORT AND RETURN

82. The Board Members shall comply with their obligations under the Act and under the Charities Act 2011 with regard to the preparation of an annual report and return and their transmission to Companies House, the Charity Commission and any other regulator or organisation which requires the same from time to time.

COMMUNICATIONS

83. Subject to the Articles and the Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Company under the Articles or the Act 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 the Company, including without limitation:
- (a) in Hard Copy Form;
 - (b) in Electronic Form; or
 - (c) by making it available on a website.
84. Where a Document or information which is required or authorised to be sent or supplied by the Company under the Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Board Members may decide what agreement (if any) is required from the recipient.
85. Subject to the Articles, any notice or Document to be sent or supplied to a Board Member in connection with the taking of decisions by Board Members may also be sent or supplied by the means which that Board Member has asked to be sent or supplied with such notices or Documents for the time being.
86. A Registered Member present in person or by proxy at a meeting of the Company shall be deemed to have received notice of the meeting and the purposes for which it was called.
87. Where any Document or information is sent or supplied by the Company to the Registered Members:
- (a) where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
 - (b) where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
 - (c) where it is sent or supplied by means of a website, it is deemed to have been received:
 - i. when the material was first made available on the website; or
 - ii. if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
88. Subject to the Act, a Board Member or any other person (other than in their capacity as a member) may agree with the Company that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

89. Where any Document or information has been sent or supplied by the Company by Electronic Means and the Company receives notice that the message is undeliverable:
- (a) if the Document or information has been sent to a Registered Member and is notice of a General Meeting of the Company, the Company is under no obligation to send a Hard Copy of the Document or information to the Registered Member's postal address as shown in the Company's register of members, but may in its discretion choose to do so;
 - (b) in all other cases, the Company shall send a Hard Copy of the Document or information to the Registered Member's postal address as shown in the Company's register of members, or in the case of a recipient who is not a Registered Member, to the last known postal address for that person (if any); and
 - (c) the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.
90. Copies of the Company's annual accounts and reports need not be sent to a person for whom the Company does not have a current address.
91. The provisions of the Act shall apply to communications to the Company.

INDEMNITY

92. Subject to the provisions of the Act but without prejudice to any indemnity to which a Board Member may otherwise be entitled, every Board Member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in defending any proceedings, whether civil or criminal in which judgment is given in their favour or in which they are acquitted or in connection any application in which relief is granted to them by the court for liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.