

Company No 02814202

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

MISSING PEOPLE LIMITED (the "Company")

Adopted on: 23 FEBRUARY 2017

THURSDAY



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COMPANIES HOUSE

Memorandum of Association

- 1 The company's name is Missing People Limited (and in this document it is called the Charity).
- 2 The Charity's registered office is to be situated in England
- 3 The Charity's Objects (the Objects) are
 - (a) to provide counselling and support to families in conditions of need hardship or physical or mental distress as a result of a member of their family having disappeared without trace;
 - (b) to provide help and support to persons who have left home without informing their family and friends or carers of their whereabouts and who are suffering conditions of need hardship or physical or mental distress;
 - (c) to educate the public in the social and economic problems resulting from the disruption to family life caused by the disappearance of a member of the family and the problems caused by individuals who have disappeared without trace; and
4. **In pursuance of these Objects** but not further otherwise, the Charity shall have the following **powers**, to be exercised either alone or in conjunction with any other person, organisation, authority, firm or company:
 - (a) to further the Charity's Objects by any and all methods of communication;
 - (b) to provide advice and consultation services;
 - (c) to conduct, facilitate and sponsor research in pursuance of the Charity's Objects and to publish the results of such research;
 - (d) to maintain registers and lists concerning missing people and to make information available from them on a strictly controlled basis solely for the purpose of any of the following:
 - (e) rehabilitating or providing places of safety to missing persons
 - (f) enabling missing persons to regain contact or remain in contact with their families, friends and dependants or carers as well as with organisations for their well-being, while respecting the right of the missing persons to leave home;
 - (g) enabling the decease of missing persons to be notified to their families and dependants and to public authorities concerned therewith;

- (h) to investigate the whereabouts of missing people and to put them in touch with charitable bodies and other organisations operating for their welfare or benefit,
- (i) to provide and co-operate with other persons, bodies and organisations in providing places of safety for missing persons and to assist and co-operate with such other bodies and organisations in the rehabilitation of missing persons;
- (j) to establish contact and hold meetings in person or by telephone or other means with missing persons and those affected by their disappearance or abscondment;
- (k) to co-operate with any local or public authority or with any association, society, corporation or other body concerned to achieve the Objects of the Charity wherever in the world;
- (l) to produce, print, publish and sell, circulate and lend books, papers, newspapers, magazines, periodicals, leaflets, pamphlets, audio/visual material and any other medium in furtherance of the Charity's Objects;
- (m) to provide, promote, sponsor and organise lectures, discussions, seminars, conferences, exhibitions and classes,
- (n) to obtain grants and concessions from any source in pursuance of the Objects of the Charity;
- (o) to promote and support any charitable body or bodies and to subscribe or guarantee money for charitable purposes calculated to further the Objects of the Charity;
- (p) to carry on trade insofar as either the trade is exercised in furtherance of the Charity's Objects or is ancillary to the Charity's Objects;

5 (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):

- (a) to raise funds;
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply, as appropriate with sections 36 and 37 of the Charities Act 1993;
- (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed The

Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land,

(e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

(h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,

(i) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 6 and provided it complies with the conditions in that clause;

(j) to.

(i.) deposit or invest funds;

(ii.) employ a professional fund-manager; and

(iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustees Act 2000;

(k) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in sub clause (2) of this clause, but subject to the restrictions specified in sub-clause (3) of the clause;

(l) to do all such other lawful things are necessary for the achievement of the Objects,

5(2) The liabilities referred to in sub-clause 5 (1)(k) are:

(a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;

(b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

5(3)(a) The following liabilities are excluded from sub-clause 5(2)(a):

(i.) fines;

(ii.) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;

(iii.) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.

5(3)(b) There is excluded from sub-clause 5(2)(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

6

(a) The income and property of the Charity shall be applied solely towards the promotion of the Objects

(b) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity

(c) Subject to the restrictions in sub-clause 5(2) and 5(3), a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense

(d) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity.

(e) No Director may:

(i.) Buy goods or services from the Charity;

(ii.) Sell goods, services or any interest in land to the Charity,

(iii.) Be employed by or receive any remuneration from the Charity;

(iv.) Receive any other financial benefit from the Charity,

Unless the payment or transaction is previously and expressly authorised in writing by the Charity Commission.

(f) In clause 5

(i) "Charity" shall include any company in which the Charity holds more than 50% of the shares, or controls more than 50% of the voting rights attached to the shares, or has the right to appoint one or more directors to the Board of the company;

(ii) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

7 The liability of the members is limited.

8 Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributors among themselves

9

(1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred directly for the Objects, or by transfer to any Charity or Charities for purposes similar to the Objects, or to any Charity for use for particular purposes that fall within the Objects,

(2) Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred directly for the Objects, or by transfer to any Charity or Charities for purposes similar to the Objects; or to any Charity or Charities for use for particular purposes that fall within the Objects.

(3) Any charity or charities to which any remaining assets are transferred must prohibit the distribution of its assets amongst its members to an extent at least as great as that provided in clause 6 of this Memorandum

(4) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

(5) Nothing in this memorandum of association shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005

Articles of Association

Interpretation

1 In these articles:

‘the Act’ means the Companies Act 1985 as amended by the Companies Act 1989;

‘address’ means a postal address or, for the purposes of electronic communication, a fax number, an email address or a text message number in each case registered with the Charity,

‘the Charity’ means the company intended to be regulated by these articles;

‘clear days’ in relation to the period of notice means a period excluding:

- the day when the notice is given or deemed to be given, and
- the day for which it is given or on which it takes effect,

‘the Commission’ means the Charity Commissioners for England and Wales;

‘the memorandum’ means the memorandum of association of the Charity;

‘officers’ includes the Directors and the secretary;

‘the seal’ means the common seal of the Charity if it has one,

‘secretary’ means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

‘the Directors’ means the directors of the Charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993;

‘the United Kingdom’ means Great Britain and Northern Ireland;

and words importing one gender, shall include all genders and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enhancement of it for the time being in force

Members

2

Membership is restricted to the Directors, who are appointed as Directors as outlined in Article 24.

Termination of Membership

3 Membership is terminated if the member ceases to be a Director.

General Meetings

4 Intentionally deleted.

5 The Directors may call a general meeting at any time.

Notice of general meetings

6

(1) The minimum periods of notice required to hold a general meeting of the Charity are:

- twenty-one clear days for a general meeting called for the passing of a special resolution,
- fourteen clear days for all other general meetings

(2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95% of the total voting rights.

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. The notice must be given to all the members and auditors.

7 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity

Quorum at general meetings

8

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is:

- 3 members entitled to vote upon the business to be conducted at the meeting; or
- one tenth of the total membership at the time whichever is the greater

9

- (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting, or
 - (b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such a time and place as the Directors shall determine.

- (2) The Directors must reconvene the meeting and must give at least seven clear days notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

Chair of general meetings

10

- (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.

Adjournment of general meetings

11

- (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting

Polls at general meetings

12

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.
- (a) by the person chairing the meeting, or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2)
- (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
 - (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded
- (3)
- (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4)
- (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- (5)
- (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - (c) The poll must be taken within thirty days after it has been demanded.
 - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (6) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Casting vote at general meeting

- 13 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have the casting vote in addition to any other vote he or she may have.

Written resolutions of members

- 14 A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may compromise several copies each signed by or on behalf of one or more members.

Votes of members

15

- (1) Subject to Article 13 and the next paragraph, every member shall have one vote.
- (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity

- 16 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing that meeting shall be final.

Directors

17

- (1) A Director must be a natural person aged 18 years or older.
- (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 26.
- (3) The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

- (4) A Director may not appoint an alternative director or anyone else to act on his or her behalf at meetings of the Directors.

Powers of Directors

18

- (1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.
- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Retirement of Directors

- 19 At each annual general meeting one-third of the Directors or, if their number is not three or a multiple of three the nearest number to one-third must retire from office. If there is only one Director he or she must retire

20

- (1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- (2) If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

Appointment of Directors

- 21 The Charity may by ordinary resolution:
- appoint a person who is willing to act to be a Director; and
 - determine the rotation in which any additional Directors are to retire
- 22 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
- (1) he or she is recommended for re-election by the Directors; or

- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that.
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Director
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House, and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 23 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
- 24
 - (1) The Directors may appoint a person who is willing to act to be a Director.
 - (2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.
- 25 The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors

Disqualification and removal of Directors

- 26 A Director shall cease to hold office if he or she:
 - (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
 - (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enhancement or modification of that provision);
 - (3) ceases to be a member of the Charity;
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

- (5) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- (6) is absent without permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

Directors' remuneration

- 27 The Directors must not be paid any remuneration unless it is authorised by clause 5 of the memorandum.

Proceedings of Directors

28

- (1) The Directors may regulate their proceedings, as they think fit, subject to the provisions of these articles
- (2) Any Director may call a meeting of the Directors.
- (3) The secretary must call a meeting of the Directors if requested to do so by a Director.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

Quorum of Directors

29

- (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made
 - (2) The quorum shall be three or the number nearest to one third of the total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors.
 - (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which the Director is not entitled to vote
- 30 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or calling a general meeting.

Chairman of Directors

31

- (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.

Written resolutions of Directors

32

- (1) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

Telephone and electronic communication

- 33 One or more Directors may participate in a meeting of the Directors or of a committee of Directors by means of telephone or other electronic communication equipment and such a meeting shall be deemed to have been held validly notwithstanding the fact that all directors participating by means of telephone or other electronic communications equipment and that no two participating directors were present in the same place.

Delegation by Directors

34

- (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book
- (2) The Directors may impose conditions when delegating, including the conditions that:

- the relevant powers are to be exercised exclusively by the committee to whom they delegate,
 - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- (3) The Directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

Conflicts of interest

- 35 A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

36

- (1) Subject to paragraph 36(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director.

- who was disqualified from holding office,
- who had previously retired or who had been obliged by the constitution to vacate office,
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Director; and
- that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

- (2) Paragraph 36(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 36(1), the resolution would have been void, or if the Director has not complied with article 35.

Seal

- 37 If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may

determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

Secretary

- 38 The Secretary shall be appointed by the Directors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

Minutes

- 39 The Directors must keep minutes of all:
- (1) appointments of officers made by the Directors,
 - (2) proceedings at meetings of the Charity;
 - (3) meetings of the Directors and committees of Directors including.
 - (a) the names of the Directors present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions

Accounts

- 40 The Directors must prepare for each financial year accounts as required by section 226 (or if applicable section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 41 The Directors must keep accounting records as required by sections 221 and 222 of the Act .

Annual Report and Return and Register of Charities

42

- (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to:
 - (a) the transmission of the statements of account to the Charity;

- (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission.
- (2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Notices

43 Any notice to be given to or by any person pursuant to these articles:

- (1) must be in writing; or
- (2) must be given using electronic communications.

44

- (1) The Charity 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 using electronic communications to the member's address.
- (2) A member who does not register an address with the Charity shall not be entitled to receive any notice from the Charity.
- (3) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

45

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given
- (3) A 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 communication, 48 hours after it was sent.

Indemnity

- 46 The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

47

- (1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity
- (2) The bye laws may regulate the following matters but are not restricted to them.
 - (a) the admission of members of the Charity and the rights and privileges and obligations of such members.;
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers,
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles,
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or byelaws.
- (4) The Directors must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the Charity

- (5) The rules or byelaws shall be binding to all members of the Charity. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or these articles.