

AYLESBURY WOMEN'S AID

COMPANY LIMITED BY GUARANTEE NUMBER 3155260

REGISTERED CHARITY NUMBER 1054308

SPECIAL RESOLUTION

To amend the Memorandum and Articles of Association

At an EXTRAORDINARY GENERAL MEETING of the Company held on 1st April 2015, at which all members of Aylesbury Women's Aid were present, at the Refuge, Aylesbury, Buckinghamshire HP21 8WA, the following Special Resolution to amend the Memorandum and Articles of Association of the Company was agreed unanimously by a show of hands.

The Company's Memorandum and Articles of Association shall be altered as follows -

- 1 That the following wording be inserted into the Memorandum of Association to replace the current Clause 3 -

"3 The objects of Aylesbury Women's Aid shall be to work towards and promote the protection of women and children who have suffered from or are exposed to gender-based violence, by such means as are charitable including (but without prejudice to the generality of the foregoing) the preservation and protection of their mental and physical health, the relief of need, distress and suffering, and the promotion of research, public education and training on the prevention of violence and abuse "

- 2 That the following wording be inserted into the Memorandum of Association to replace the current Clause 4.-

"4 In furtherance of the objects but not further or otherwise Aylesbury Women's Aid shall have the following powers:-

- a) To provide places of refuge for such women and children and to provide, or assist in the provision of, such medical, legal and other assistance as may be required,

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- b) To provide places and facilities which offer advice, support and practical help to any woman or child who seeks it, whether or not a resident of a place of refuge, and which give continuing support and after care to women and children after they have left a place of refuge,
- c) To arrange educational and play facilities for children who have either themselves suffered from or been exposed to gender-based violence, or are the children of women who have suffered from or been exposed to such violence,
- d) To arrange seminars, classes, lectures and other events,
- e) To educate and inform the public, the media, the police, the courts, schools, the social services and other authorities with respect to the violence which women and children suffer,
- f) To conduct research into the causes and effects of abuse and maltreatment and, where appropriate, to publish the results and conclusions of such research,
- g) To publish and distribute books, pamphlets, reports, leaflets, journals, films, CDs, DVDs and other materials,
- h) To initiate any other activities which the Management Committee may, from time to time, deem to be within the spirit and charitable purposes of the Company,
- i) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any other rights or privileges which the Company may think necessary for the promotion of its objects,
- j) To construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects,
- k) To receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Company's objects or any of them and to hold funds in trust for same,
- l) Subject to such consents, if any, as may be required by law, to borrow or raise money for the Company on such terms and on such security as may be thought fit,
- m) To establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects,
- n) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may be necessary to its objects,
- o) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may further its objects,
- p) To invest the monies of the Company not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject also as hereinafter provided,

- q) To sell, improve, develop, exchange, let on rent, royalty or otherwise and in any manner deal with or dispose of all or any of the property and assets for the time being of the Company subject to the provisions of this Memorandum of Association,
- r) To recruit and engage or employ such personnel, whether as employees, consultants, advisers or otherwise, as may be deemed appropriate for the promotion of the objects of the Company,
- s) To recruit and engage volunteers in the work of Aylesbury Women's Aid,
- t) To work with, collaborate with and provide assistance or information to other organisations and individuals whose objects and aims are similar to or compatible with those of Aylesbury Women's Aid,
- u) To open and operate bank accounts and other facilities for banking in the name of the Company;
- v) To enter into any contracts with statutory, voluntary or other bodies as are considered necessary or convenient for the achievement of the Company's objects,
- w) To raise funds and invite and receive contributions from any person and persona whatsoever by way of subscriptions and otherwise, provided that the Company shall not undertake any substantial permanent trading activities in raising funds for the said objects,
- x) To do all such other lawful things as may be necessary or appropriate for the attainment of the above objects or any of them.

PROVIDED THAT

- (1) In 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,
- (2) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property that may come into its hands, the Management Committee (being the Board of Directors of the Company) shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Management Committee would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Management Committee but the members of the Management Committee shall, as regards such property, be subject jointly and separately to such control and authority as if the Company were not incorporated,

- (3) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations or workers and organisations of employers

- 3 That the following wording be inserted into the Articles of Association to replace the current Article 3 -

Members

“3 There shall be two classes of membership of Aylesbury Women’s Aid -

- i) Full Members. The Management Committee may at its discretion invite into Full Membership any woman who supports the objects of the Company and who is not prohibited by law from serving as a company director or a charity trustee Upon becoming a Full Member of the Company, a person shall also become a member of its Management Committee with full voting rights ”
- ii) Associate Members The Management Committee may at its discretion invite into Associate Membership any woman who supports the objects of the Company An Associate Member of the Company shall neither be entitled to attend nor to vote at the Annual General Meeting, nor any other General Meeting of the Company, nor have any other voting rights, nor any other rights or entitlements ”

- 4 That the following wording be inserted into the Articles of Association to replace the current Article 4 -

“4 Wherever the word “member” appears in the Memorandum and Articles of Association, it shall mean “full member”, except in Article 3 (ii) above, where it refers to an associate member, and in Articles 7 and 8 of the Articles of Association relating to Cessation of Membership, where “member” shall mean “a full member or an associate member”

- 5 That the following wording be inserted into the Articles of Association to replace the current Article 15 -

Notices

“15 Notice of every General Meeting shall be given in writing to every Full Member of the Company and to the auditors and such other persons who are

entitled to receive notice. Such notice shall be given personally or sent by post or sent using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications."

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE

Memorandum of Association of

AYLESURY WOMEN'S AID

- 1 The name of the Company is "Aylesbury Women's Aid"
- 2 The registered office of the Company will be situated in England and Wales
- 3 The objects of Aylesbury Women's Aid shall be to work towards and promote the protection of women and children who have suffered from or are exposed to gender-based violence, by such means as are charitable including (but without prejudice to the generality of the foregoing) the preservation and protection of their mental and physical health, the relief of need, distress and suffering, and the promotion of research, public education and training on the prevention of violence and abuse
- 4 In furtherance of the objects but not further or otherwise Aylesbury Women's Aid shall have the following powers:-
 - a) To provide places of refuge for such women and children and to provide, or assist in the provision of, such medical, legal and other assistance as may be required,
 - b) To provide places and facilities which offer advice, support and practical help to any woman or child who seeks it, whether or not a resident of a place of refuge, and which give continuing support and after care to women and children after they have left a place of refuge,
 - c) To arrange educational and play facilities for children who have either themselves suffered from or been exposed to gender-based violence, or are the children of women who have suffered from or been exposed to such violence;
 - d) To arrange seminars, classes, lectures and other events,
 - e) To educate and inform the public, the media, the police, the courts, schools, the social services and other authorities with respect to the violence which women and children suffer,
 - f) To conduct research into the causes and effects of abuse and maltreatment and, where appropriate, to publish the results and conclusions of such research,
 - g) To publish and distribute books, pamphlets, reports, leaflets, journals, films, CDs, DVDs and other materials,
 - h) To initiate any other activities which the Management Committee may, from time to time, deem to be within the spirit and charitable purposes of the Company,

- i) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any other rights or privileges which the Company may think necessary for the promotion of its objects;
- j) To construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects,
- k) To receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Company's objects or any of them and to hold funds in trust for same,
- l) Subject to such consents, if any, as may be required by law, to borrow or raise money for the Company on such terms and on such security as may be thought fit,
- m) To establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects,
- n) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may be necessary to its objects,
- o) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may further its objects,
- p) To invest the monies of the Company not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject also as hereinafter provided;
- q) To sell, improve, develop, exchange, let on rent, royalty or otherwise and in any manner deal with or dispose of all or any of the property and assets for the time being of the Company subject to the provisions of this Memorandum of Association,
- r) To recruit and engage or employ such personnel, whether as employees, consultants, advisers or otherwise, as may be deemed appropriate for the promotion of the objects of the Company;
- s) To recruit and engage volunteers in the work of Aylesbury Women's Aid,
- t) To work with, collaborate with and provide assistance or information to other organisations and individuals whose objects and aims are similar to or compatible with those of Aylesbury Women's Aid,
- u) To open and operate bank accounts and other facilities for banking in the name of the Company,
- v) To enter into any contracts with statutory, voluntary or other bodies as are considered necessary or convenient for the achievement of the Company's objects,
- w) To raise funds and invite and receive contributions from any person and persona whatsoever by way of subscriptions and otherwise, provided that the Company shall not undertake any substantial permanent trading activities in raising funds for the said objects,

- x) To do all such other lawful things as may be necessary or appropriate for the attainment of the above objects or any of them

PROVIDED THAT

- (1) In 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,
- (2) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property that may come into its hands, the Management Committee (being the Board of Directors of the Company) shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Management Committee would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Management Committee but the members of the Management Committee shall, as regards such property, be subject jointly and separately to such control and authority as if the Company were not incorporated,
- (3) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations or workers and organisations of employers.

- 5 In carrying out its objects the Company shall seek to ensure equality of opportunity for all sections of the community in its own affairs and in access to facilities provided by the Company
- 6 The income and property of the Company shall be applied solely towards the promotion of its objects set out in this Memorandum of Association, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise whatsoever by way of profit to the members of the Company, PROVIDED THAT nothing shall prevent any payment in good faith by the Company
 - (a) Of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Management Committee except as specifically provided for in the Company's Articles of Association) for any services rendered to the Company,
 - (b) Of interest on money lent by any member of the Company (or of its Management Committee) at a rate per annum not exceeding 2 per cent below the base lending rate of the Company's bankers from time to time,
 - (c) Of reasonable and proper rent for premises demised or let by any member of the Company (or of its Management Committee),

- (d) Of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Management Committee may be a member holding not more than 1/100th part of the capital of the company,
- (e) Of grants, loans, donations or any other kind of financial assistance to any individual, organization, firm, company society or statutory authority which is a member of the Company or of its Management Committee or is represented on the Management Committee provided that any such assistance is in respect of charitable activities in furtherance of the objects of the Company,
- (f) Of payment of any premium in respect of any insurance or indemnity to cover the liability of the members of the Management Committee (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company, provided that any such insurance of indemnity shall not extend to any claim arising from any act or omission which the Management Committee (or any of them) knew or ought reasonably to have known was a breach of duty or breach of trust or which was committed by the Management Committee (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not;
- (g) To any member of the Management Committee in respect of reasonable out-of-pocket expenses.

- 7 The liability of the members is limited
- 8 Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time she is a member, or within one year afterwards, for the payments of the debts and liabilities of the Company contracted before the time at which she ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves such amount as may be required not exceeding on pound.
- 9 In the event of the winding up or dissolution of the Company, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed amongst the members of the Company, but shall be transferred in the furtherance of its objects to some other charitable institution or institutions active in the Company's area of benefit and having objects similar to or compatible with any of the objects of the Company as may be determined by a General Meeting at the time of or prior to the winding up or dissolution of the Company
- 10 No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall cause the Company to cease to be a charity in law or to be a company to which section 30 of the Companies Act 1985 does not apply

The Companies Acts 1985 and 1989
COMPANY LIMITED BY GUARANTEE

Articles of Association of
AYLESURY WOMEN'S AID

Interpretations

- 1 In these Articles:
- “The Act” means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force
- “The Company” means the above-named company
- “Secretary” means any person appointed perform the duties of the Secretary of the Company
- “The Management Committee” means all those persons for the time being appointed to perform the duties of directors of the Company
- “Employee” means anyone holding a contract of employment with the Company to perform at least eight hours of work per week for the Company
- “The Seal” means the common seal of the Company
- “In writing” shall be taken to include references to printing, photocopying and other modes of representing or reproducing words in a visible form
- 2 Words importing the singular number shall include the plural and vice versa unless a contrary intention appears Words importing persons shall include bodies corporate and associations if not inconsistent with the context Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act

Members

- 3 There shall be two classes of membership of Aylesbury Women's Aid, namely
- (i) Full Members
- The Management Committee may at its discretion invite into Full Membership any woman who supports the objects of the Company and who is not prohibited by law from serving as a company director or a charity trustee A woman who becomes a full member of the Company, on becoming a full member, shall also become a member of its Management Committee with full voting rights
- (ii) Associate Members

The Management Committee may at its discretion invite into Associate Membership any woman who supports the objects of the Company. An Associate Member of the Company shall neither be entitled to attend nor to vote at the Annual General Meeting, nor any other General Meeting of the Company, nor have any other voting rights, nor any other rights or entitlements.

4. Wherever the word “member” appears in the Memorandum and Articles of Association, it shall mean “full member”, except in Article 3 (ii) above, where it refers to an associate member, and in Articles 7 and 8 of the Articles of Association relating to Cessation of Membership, where “member” shall mean “a full member or an associate member”

Register of Members

5. The Company shall maintain a Register of Members in which shall be recorded the name and address of every member, and the dates on which they became a member and on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member. A member shall notify the Secretary in writing within seven days of a change to her name or address.
6. All members shall be entitled to receive a copy of the Memorandum & Articles of Association of the Company on request and at no charge.

Cessation of Membership

7. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
8. A member shall cease to be a member immediately that she
- (a) resigns in writing to the Secretary, or
 - (b) dies, or
 - (c) is expelled from membership by a majority vote of the Management Committee provided that any member whose expulsion is to be considered shall have the right to make representation to the meeting at which the question is to be decided, or
 - (d) ceases to be eligible to serve as a director of a company by reason of bankruptcy, unsoundness of mind or prohibition order, or
 - (e) is disqualified by law from serving as a trustee of a charity

General Meetings

- 9 The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, the first Annual General Meeting shall be held within eighteen months of incorporation.
- 10 The business of an Annual General Meeting shall comprise
 (a) the consideration of the Report and Accounts presented by the Management Committee;
 (b) the appointment and the fixing of the remuneration of the auditor or auditors,
 (c) the election of Officers,
 (d) such other business as may have been specified in the notices calling the meeting.
- 11 All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 12 The Management Committee may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten per cent of the members of the Company, as provided by section 368 of the Act.
- 13 Decisions at General Meetings shall be made by passing resolutions
 (a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by a Special Resolution. Certain decisions, as required by statute, shall be made by Extraordinary Resolution. A Special or an Extraordinary Resolution may only be passed by a majority of not less than three-quarters of votes cast at a General Meeting.
 (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast at a General Meeting.

Notices

- 14 All General Meetings shall be called by at least twenty-one clear days notice unless all persons entitled to attend and vote at a General Meeting agree to the calling of a General Meeting with shorter notice.
- 15 Notice of every General Meeting shall be given in writing to every Full Member of the Company and to the auditors and such other persons who are entitled to receive notice. Such notice shall be given personally or sent

by post or sent using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications

- 16 Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or any resolution to remove the auditor, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified
17. Where such notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted
- 18 The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at General Meetings

- 19 No member shall have more than one vote on any question to be decided at a General Meeting.
- 20 Votes may only be cast personally, proxy voting is not permitted
- 21 No business shall be transacted at a General Meeting unless a quorum of members is present. Three members or one half of the membership, whichever is the greater, shall be a quorum
- 22 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Management Committee may direct. All members shall be given such notice as is practicable of such an adjourned meeting. All members shall be given such notice as is practicable of such an adjourned meeting. The members present at a meeting so adjourned shall be a quorum subject to an absolute minimum of two
23. At every General Meeting the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner
- 24 In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting shall have a second or casting vote
- 25 Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being shall be valid and effective as if the same

had been passed at a General Meeting duly convened and held and may consist of several similar documents each signed by one or more members.

Management Committee

- 26 The Company shall have a Management Committee comprising all the members of the Company for the time being. The number of members of the Management Committee shall never be less than three
- 27 Under no circumstances shall any employee of the Company or any person aged less than eighteen years or anyone who is disqualified by law from being a trustee of a charity be a member of the Management Committee
- 28 A Management Committee member shall declare an interest in and shall not vote in respect of any contract in which she has a personal or material interest, either directly or indirectly.
- 29 Management Committee members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Management Committee or General Meetings of the Company or in connection with the business of the Company
30. Any Management Committee member, being a solicitor or other person engaged in any profession, shall be entitled to charge and be paid all usual professional or other charges for work done on behalf of the Company by her or her firm when so instructed by the Management Committee, provided that at no time shall a majority of Management Committee members be in receipt of remuneration from the Company and that a Management Committee member shall leave the room when any question of her remuneration is under discussion, and provided also that nothing shall authorise a Management Committee member or her firm to act as auditor to the Company.
- 31 The office of a Management Committee member shall be immediately vacated if she ceases to be a member of the Company for any reason whatsoever under the provisions of Article 8
32. Any person ceasing to be a member of the Management Committee for any reason shall also cease to be a member of the Company

Powers and Duties of the Management Committee

- 33 The affairs of the Company shall be managed by the Management Committee who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting

- 34 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Management Committee shall from time to time decide, provided that all instruments of expenditure above a certain limit set from time to time by the Management Committee must be signed by at least two Management Committee members
- 35 Without prejudice to its general powers, the Management Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company subject to such consents as may be required by law

Proceedings of the Management Committee

- 36 Members of the Management Committee may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit
- 37 At every meeting of the Management Committee the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner
- 38 Questions arising at any meetings shall be decided by a majority of votes, each member of the Management Committee present having one vote In the case of an equality of votes, the Chairperson for the meeting shall have a second or casting vote
- 39 The Secretary on the requisition of any two Management Committee members shall summon a meeting of the Management Committee by giving reasonable notice to all Management Committee members It shall not be necessary to give notice of a meeting of the Management Committee to any of its members for the time being absent from the United Kingdom
- 40 The quorum necessary for the transaction of the business of the Management Committee shall be three members present
- 41 The Management Committee may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these Articles, the Management Committee may act for the purposes in increasing the number of Management Committee members to that number, or of summoning a General Meeting of the Company, but for no other purpose
- 42 The Management Committee shall cause accurate records to be made, in books provided for that purpose, of.

- (a) the name, details, and date of appointment of all persons appointed to office,
 - (b) the names of the Management Committee members, officers, members and other persons present at all General, Management Committee and Sub-Committee meetings of the Company;
 - (c) minutes of all proceedings and resolutions at all General, Management Committee and Sub-Committee meetings of the Company;
 - (d) all applications of the Seal to any document
43. All such records and minutes shall be open to inspection during normal working hours by any member of the Management Committee.
44. The Management Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and others as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Management Committee, which regulations shall always include provision for regular and prompt reports to the Management Committee.
45. All acts done by any meeting of the Management Committee or by any person acting as a member of the Management Committee shall, even if it be afterwards discovered that there was some defect in the appointment of any Management Committee member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Management Committee member.
46. A resolution in writing, signed by all the Management Committee members who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Management Committee, and may consist of several similar documents signed by one or more Management Committee members.
47. The Management Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Officers

48. Members of the Company shall elect from their own number such honorary officers as they consider fit, at the Annual General Meeting of the Company. Any officer so appointed shall retire at the Annual General Meeting following their election and may be removed or replaced at any time by a General Meeting.

Secretary

- 49 The Management Committee shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them
- 50 No remuneration may be paid to a Secretary who is also a member of the Management Committee
- 51 A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a Management Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities

The Seal

- 52 If the Company has a Seal, it shall only be used by the authority of the Management Committee and every instrument to which the Seal shall be applied shall be signed by a Management Committee member and shall be countersigned by the Secretary or by a second Management Committee member. Every such application of the Seal shall be minuted

Accounts

- 53 The Management Committee shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to
- (a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place,
 - (b) all sales and purchases of goods by the Company;
 - (c) the assets and liabilities of the Company
- Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions
- 54 The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Management Committee thinks fit, and shall always be open to the inspection of all members.
- 55 The Management Committee shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections
- 56 A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Management Committee's report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the

Act, be sent to every member of and every holder of debentures of the Company, provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting

Audit

- 57 Subject to such statutory regulations or exemptions as may be in force, once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
- 58 Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act

Application of Surplus

- 59 Clause 6 of the Memorandum of Association relating to the not-for-profit nature of the Company shall have effect as if its provisions were repeated in these Articles. Any surplus of the Company shall be carried forward for the continuation and development of the Company

Indemnity

60. Subject to the provisions of the Act every trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in her favour or in which she is acquitted or in connection with any application in which relief is granted to her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

Dissolution

- 61 Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles