

The Companies Acts 1985 and 1989

**Company Limited by Guarantee
and not having a Share Capital**

MEMORANDUM OF ASSOCIATION

OF

IRISH ELDERLY ADVICE NETWORK

COMPANY NUMBER: 05642515

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ARTICLES OF ASSOCIATION

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DEFINITIONS

In this document the words in the first column of the Table have the meaning set out in the second column, if not inconsistent with the subject or context –

The Act	The Companies Acts 1985 and 1989 and event statutory modification and re-enactment thereof for the time being in force
These Articles	These Articles of Association and the regulations of the company for time to time in force
The company	This company
The management committee	The Board of Directors for the time being of the company
Directors of the Company	Also known as Trustees of the Charity
The Office	The registered office of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing

	or producing words in a visible form
Clear days	In relation to a period of notice means that period excluding the day on which the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
Post	Includes electronic mail
Subscribers	Persons who propose to be the company's first directors

- Words that refer to the singular number only shall include the plural number and vice versa
- Words that refer to the masculine gender only shall include the feminine gender
- Words that refer to persons shall include registered companies
- Subject to the above, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

1. Name

The name of the company is Irish Elderly Advice Network

2. Registered Office

The registered office of the company shall be in England and Wales

3. Objects

The objects for which the company is set up are:-

To promote any charitable purpose, in particular but not exclusively, for the benefit of older (aged 55 and above) persons who identify themselves as Irish resident in the UK by, but not limited to:

- Relieving their poverty by the provision of advice and information about health, welfare, housing, and social benefits.
- The advancement of education, including art, music and Irish culture, and the protection of health and the relief of sickness and distress, including the promotion of social, recreation and leisure activities in the interests of social welfare and in order to address isolation and improve their quality of life”.

4. Powers

- In order to give effect to these objects, but not to do anything except to carry out these objects, the company will have the following **powers**:-

(i) to provide centres or help in providing centres for meetings and for activities promoting the objects of the company

(ii) to establish and develop contacts between the beneficiaries and voluntary and community organisations, private business, governments at local, national and international level, other statutory agencies, and similar service providers

(iii) to promote and develop the general welfare and education of the beneficiaries and to foster a spirit of unity, co-operation and harmony amongst members through educational and cultural functions, by meetings, lectures and conferences

(iv) to collect and to make available information about issues concerning the objects of the company and to exchange information with other bodies having similar objects whether in Great Britain or overseas

(v) to write, print, publish, issues and circulate such newsletters, papers, books, and pamphlets or other documents, films, recorded tapes, disks or other means of recording information as will help achieve the objects of the company, either free or charging for them

(vi) to accept gifts and to borrow or raise moneys for the objects of the company on such terms as shall be thought correct

(vii) to get donations to the company by personal or written appeals, public meetings or in other ways

(viii) Premises

- To purchase, lease, exchange, hire, or otherwise obtain any housing, offices or other premises (known as “real property”) and any furniture, goods and equipment which are needed, and to construct, maintain and repair them. **provided that** where the company holds any real property in locations subject to the jurisdiction of the Charity Commissioners for England and Wales, the company shall not sell, mortgage, charge or lease its real property without any authority, approval or consent as is required in law.
- As regards its real property the directors shall be personally liable for any problems or liabilities which arise because any authority, approval or consent has not been obtained.
- Its real property shall be subject to any controls or requirements imposed by the Chancery Division of the High Court or the Charity Commissioners

(ix) to enter into any charitable trusts which may lawfully be entered into by the company

(x) to invest the moneys of the company not immediately required for its objects to such investments, securities or property as may be thought appropriate, subject to the duty to exercise care, skill and prudence and subject to any conditions and consents imposed by law

(xi) to open and maintain bank and/or building society accounts, raise and invest funds, borrow money, employ, pay and dismiss staff and to make pension arrangements for them taking account of the company’s financial circumstances. To take on volunteers. To do all such things as the directors decide are necessary for the achievement of these objects. The company’s objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

(xii) Insurance

- To take out all insurances as are appropriate in the opinion of the directors provided that such insurance shall not
- protect the directors from having to make a payment when the company is insolvent and has been guilty of wrongful trading (see Section 214 Insolvency Act 1986) or where the company has continued to trade

when the company is in debt and there is no reasonable prospect of avoiding going into insolvent liquidation

- protect the directors from having to pay fines
- protect the directors from having to pay costs if they defend criminal proceedings unsuccessfully arising out of the fraud, dishonesty or wilful or reckless misconduct of the directors or other officers
- protect the directors from conduct that they know or must be assumed to have known was not in the best interests of the company or about which they did not care whether it was in the best interests of the company or not
- protect the directors from making a contribution in relation to wrongful trading where the basis of the director's liability is his or her knowledge prior to the insolvent liquidation of the company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the company would avoid going into insolvent liquidation.
- When administering or managing the company each of the directors must act in good faith and use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that he or she claims to have. No director shall be liable for any act or failure to act unless in acting or failing to act he or she has failed to meet that duty of care.
- None of the directors shall be liable for any loss to the property of the company by reason of any improper investment made in good faith (so long as the directors have sought professional advice before making such investment).
- Nor shall the directors be liable for the negligence or fraud of any agent or employee employed by the company or any volunteer taken on by the company in good faith or for the negligence or fraud of any of the directors ***provided that*** reasonable supervision has been exercised.
- None of the directors shall be liable by reason of any other mistake or omission made in good faith by them or any one of them so long as they have sought proper professional advice.

(xiii) to affiliate to any charitable institution, body, group, organisation, society or

authority having similar objects

(xiv) to undertake outreach work including a support scheme for home visits

(xv) and to make grants or donations to beneficiaries in the UK or anywhere in the world

(xvi) to pay out of the funds of the company the costs of forming and registering the company both as a company and as a charity

(xvii) to do any other lawful things to achieve the objects of the company

5. Income and property of the company

- The income and property of the company may only be used for the promotion of its objects.
- No employee of the company shall be eligible to become a director of the company or be given any loan by the company.
- Nothing shall prevent any payment in good faith by the company of:
 - (a) reasonable and proper salary or fees to any member, officer or employee of the company who is not a director or a co-optee for any services rendered to the company; unless the payment in respect of a director is permitted by sub-clause 2 of clause 6 or authorised by the court or the Charity Commission.
 - (b) out-of-pocket expenses to directors, co-optees and volunteers
 - (c) any other payment or benefit authorised by the written consent of the Charity Commission before it is agreed and made

6. Benefits and payments to charity trustees/directors and connected persons

(1) General provisions

No charity trustee/director or connected person may:

- (a) buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ('the Commission').

In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

(a) A charity trustee/director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees/directors do not benefit in this way.

(b) A charity trustee/director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.

(c) Subject to sub-clause (3) of this clause a charity trustee/director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee/director or connected person.

(d) A charity trustee/director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A charity trustee/director or connected person may receive rent for premises let by the trustee/director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee/director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A charity trustee/director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The charity and its charity trustees/directors may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee/director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other charity trustees/directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a charity trustee/director or connected person. In reaching that decision the charity trustees/directors must balance the advantage of contracting with a charity trustee/director or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

(f) The reason for their decision is recorded by the charity trustees in the minute book.

(g) A majority of the charity trustees/directors then in office are not in receipt of remuneration or payments.

(4) In sub-clauses (2) and (3) of this clause:

(a) 'the charity' includes any company in which the charity:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more trustees/directors to the board of the company".

7. Additions, alterations or amendments

- No additions, alterations or amendments shall be made to this Memorandum or Articles of Association except by special resolution passed at a General Meeting
- Any alteration that has an effect on the real estate of the company or the manner in which it is held requires the written consent of the Charity Commission before it is agreed and made. (Section 64 Charities Act 1993)
- No additions, alterations or amendments shall be made which would have the effect that the company ceases to be a company to which Section 30 of the Companies Act 1985 applies.

8. Liability

- Voting members shall have limited liability.
- Every voting member of the company undertakes to contribute such amounts as may be required not exceeding £1 to the assets of the company if it should be wound up whilst he/she/it is a member or within one year after he/she/it ceases to be a member.
- These amounts are for payment of the company's debts and liabilities contracted before he/she/it ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

9. Dissolution

- The company may be dissolved by a resolution passed by a simple majority of those present and voting at a Special General Meeting of which 21 days notice shall have been given.
- Such resolution may give directions for disposing of any assets held by the company ***provided that*** such directions are proper in law and that any property remaining after the satisfaction of all debts and liabilities shall not be paid to the members of the company but shall be given or transferred to other charitable organisation(s) having objects similar to the objects of the company.

PURPOSE

10. The company is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

11. Conditions

- The subscribers to the Memorandum of Association and such other persons who identify themselves as aged eighteen years or over who are sympathetic to the objectives of the Charity and unincorporated associations as the directors shall admit to membership in accordance with these Articles shall be members of the company.
- The directors shall draw up any special regulations as to subscriptions, rights of members, conditions of admission to and retirement from membership, associate membership, junior membership and any other matters deemed necessary.
- No person, corporation or unincorporated association shall be admitted as a member of the company unless approved by the directors. The directors must be satisfied that the corporation or unincorporated association is properly constituted and that its application for membership has been approved by its management committee.
- Every person, corporation or unincorporated association that wishes to become a member shall deliver to the company secretary an application for membership in writing in such a form as the directors require. The application of a corporation or unincorporated association must be signed by two members of its management committee. Filling in the application does not of itself lead to membership. The directors have to approve each application.
- At each meeting of the directors the company secretary will send out beforehand to the directors a list of who has applied for membership since the last meeting and they shall vote upon it at the meeting.
- Members must sign the register of members or a membership certificate. If the person is unable because of a disability to sign, the directors must ensure that the person who actually does sign has authority to do so.

- Any person, corporation or unincorporated association refused membership or having membership withdrawn shall be notified in writing and shall have the right to make representations to the directors within 28 days of their decision being taken.
- Membership shall be open to all people, corporations or unincorporated associations that satisfy the membership requirements irrespective of disability, sex, gender, including gender identity, marriage or civil partnership status, race (including colour, nationality, and ethnic or national origin), religion or belief, or sexual orientation, provided that they support the objects of the company.

12. Termination of Membership

- A member may at any time withdraw from the company by giving at least seven clear days' written notice to the Secretary.
- Members shall not transfer their membership to someone else.
- Membership will terminate on a member's death
- Membership will terminate on insolvency/bankruptcy

GENERAL MEETINGS

13. Definition

- All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings except a meeting to dissolve the company, which shall be called a Special General Meeting

14. Annual General Meeting

- The Company shall hold a General Meeting in every calendar year as its Annual General Meeting
- Each Annual General Meeting must take place within fifteen months of the last one.

- The Annual General Meeting shall take place on a date and a time and location decided by the directors, and they must specify these details in notices calling it.
- The first Annual General Meeting must be held within eighteen months of the date of the company's incorporation.

15. Extraordinary General Meeting

- The directors may whenever they think fit convene an Extraordinary General Meeting.
- An Extraordinary General Meeting must also be convened if 10% of the members or 25 members, whichever is larger, request in writing that an Extraordinary General Meeting is called ***provided that*** Section 368 of the Act is complied with.
- If the directors cannot form a quorum because of deaths or resignations they have to call an extraordinary general meeting. The only agenda item must be the appointment of more directors.

16. Notice for general meetings

At least twenty one clear days' notice in writing must be given of every Annual General Meeting.

At least twenty eight clear days' notice of every Extraordinary General Meeting convened to pass a Special Resolution must be given.

The notice must

- specify the place, the day and the hour of the meeting, and in the case of special business the general nature of that business
- be given to members, the Auditors and such other persons as are under these Articles or under the Act entitled to receive such notices from the company.

At least 14 days' clear notice must be given of any other General Meeting.

With the consent of all members having the right to attend and vote at the meeting a meeting may be convened by such notice as those members thing fit.

17. Omission of Notice

- The accidental failing to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate any resolution passed at any meeting.

18. Annual General Meeting

- The Annual General Meeting shall consider the income and expenditure account and the balance sheet, the Annual Report of the company, the directors' report, the Auditor's/independent examiner's Report, the appointment of, and the fixing of the remuneration of, the Auditors [if any].
- All other business transacted at the Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed Special and the company must send out a draft special resolution with the notice of the meeting.

19. Quorums

- No business shall be transacted at a General Meeting called by the directors unless a quorum is present.
- A quorum is:
 - (a) 25 members entitled to vote upon the business to be conducted at the meeting; or
 - (b) one tenth of the total membership at the time,whichever is the greater,
- The members have the right to change the number required for a quorum.

20. Adjournments

- If within half an hour from the time appointed for holding a General Meeting called by the Directors a quorum is not present, it shall be adjourned to the same day in the next week, at the same time and place, or at such other time and place as the directors shall decide.
- Whenever a meeting is adjourned for fifteen days or more all persons entitled to it shall be given notice of the new date, time and location of the meeting.
- If the meeting is adjourned for 30 days or more, notice must be given as if a new meeting was being called.

21. Reconvened meetings

- If within half an hour from the time appointed for the holding of the reconvened General Meeting called by the directors no quorum as specified in Article 11 is present, such persons as are present shall form the quorum ***provided that*** at least five members entitled to be present and vote are personally present.
- If within half an hour from the time appointed for the holding of any other General Meeting a quorum is not present, the meeting shall be dissolved.

22. Appointment of Directors

- Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by a decision of the directors.
- The directors shall draw up the process of appointing new directors.

23. Powers of the Chairperson

- The Chairperson may, with the consent of any meeting at which a quorum is present, and will have to if those present want it to happen, adjourn the meeting to another time, date or location.
- If the adjournment is for more than 30 days, new notices must be sent to every person entitled to receive one.

- When the meeting resumes, only the outstanding business from the original meeting shall be dealt with.

24. Chairperson

- The Chairperson of a General Meeting shall normally be the chairperson of the company but may be any other that those present at the meeting want to chair it, including an independent person who is not a member of the company.

25. Voting

- In respect of each vote taken at a general meeting, for a vote to be carried on an ordinary resolution there must be a simple majority in favour.
- At any General Meeting a resolution put to a vote shall be decided on a show of hands unless the Chairperson or at least three persons present demand that there is a secret ballot.
- Any special resolution must be carried by the votes of three quarters of those present and entitled to vote, including postal votes, except a vote on a resolution to dismiss a director, which only needs to be carried by a simple majority.
- A declaration by the Chairperson of the meeting that a resolution has been carried, or carried by a particular majority, or unanimously, or lost shall be final and an entry to that effect shall be made in the minute book as conclusive evidence of the fact.

26. Secret ballots

- There shall not be a secret ballot to decide who chairs the meeting or to decide if the meeting should be adjourned; a simple majority shall take such decisions on a show of hands.
- If a secret ballot is called, the Chairperson shall decide when and how it will be conducted at the meeting.

27. Tie

- Every person entitled to vote shall have one vote. In the event of there being a tie, the Chairperson has a second or casting vote.

28. Entitlement to vote

- If a special resolution is being put to a General Meeting and all the persons that are entitled to vote do so by post, their votes shall be counted as if they had attended and voted.
- No person shall be entitled to vote on any question either in person or by proxy at any General Meeting who has not been accepted into full membership and paid any subscription levied.
- For the avoidance of doubt a person appointed a proxy does not have to be a member of the company but does have to be aged 18 or over.
- No representative of an organisation shall be entitled to vote on any question either in person or by proxy at any general meeting whose organisation has not been accepted into full membership and paid any subscription levied.
- It shall be assumed that every person voting is entitled to vote at the General Meeting unless an objection is raised at the meeting. The Chairperson, whose decision shall be final, shall deal with any objection.

29. Voting by proxy

- Votes may be cast either personally, by proxy or by post.
- A proxy must be appointed by a written document, which must be in the following format or as near to it as possible:

I, _____
Of _____

am a person entitled to vote in General Meetings of Irish Elderly Advice Network. I am unable to attend the General Meeting because [state reason]. I appoint [state the person's name and address or the Chairperson of the Network] as my proxy for the

General Meeting to be held on _____ 20____ and at any resumed meeting after an adjournment.

Signature of member _____

A representative of a member organisation must be appointed by a written document, which must be in the following format or as near to it as possible:

[Name] _____
of _____

Is entitled to vote as the nominee/representative of [name of organisation] at the Annual/Extraordinary/Special General Meeting of Irish Elderly Advice Network to be held on _____ 20____ and at any resumed meeting after an adjournment.

Signature of the Chairperson or other officer of the member organisation _____

- The signed form must be given to the Company Secretary at least 48 hours before the meeting or resumed meeting is to take place. The form is only valid for the meeting in respect of which it is given including any resumed meeting after an adjournment.

DIRECTORS

30. Number

- The number of directors shall never be less than three. There shall be no specified maximum. Directors must be at least eighteen years' old.
- The first directors shall be the people named as subscribers in the Statement delivered to the Registrar of Companies pursuant to Section 10 of the Act.

31. Nomination

- No person shall be eligible for appointment to the Board of Directors unless they are a member of the company. A person who puts themselves forward for appointment must also send the Secretary details of their background showing their suitability to be a director.

- The directors shall decide what the appointment process will look like and in which languages it will be distributed.

32. Vacancies

- The remaining directors may appoint a member of the company to fill a vacancy on a temporary basis if one of the directors resigns or is temporarily unable to carry out the duties of a director. If a director who is representative of an organisation resigns or is temporarily unable to carry out the duties of a director the organisation may nominate another representative on a temporary basis.
- Anyone so appointed shall remain in office only until the return of the director being replaced or until a permanent director is appointed to fill the vacancy, whichever is sooner, when they must stand down. They may also be removed from office or may have to give up their office should one or more of the events set out in Article 36 happen.

33. Eligibility

- No person who is not a member of the company, or who is not a representative of a member organisation of the company, shall be a director.
- Persons with a particular skill to contribute to the company may be invited from time to time to attend and advise the directors but shall not be entitled to vote.

34. Duties

- The directors shall manage the business of the Company.
- They may do all such acts and exercise all such powers as are not required by law or by the Memorandum and Articles of Association to be done by a General Meeting.

35. Frequency of meetings

- The directors shall meet four times a year or more or less often if they so decide.

36. Disqualification

- A director must vacate his/her office if:
 - a) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally
 - b) he/she ceases to be a member of the company
 - c) he/she gives written notice of resignation
 - d) being a representative of an organisation, he/she ceases to be that organisation's representative or that organisation ceases to be a member.
 - e) he/she fails without giving a reason to attend two consecutive directors meeting.
 - f) he/she ceases to hold office by virtue of any provision of the Act.
 - g) he/she becomes prohibited at law from being a director and/or a charity trustee.
 - h) he/she has circumstances such that they are unable to carry out their duties effectively as a director.

For the avoidance of doubt, if the directors pass a resolution that it is in the best interests of the company that the membership of a director is terminated that director will cease being a director. The director must be given at least 21 days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it is being proposed. The director must be allowed to defend himself or herself at the meeting. The director may appoint a representative, who does not have to be a member of the company.

- In addition, pursuant to Section 303 of the Act, the company may by ordinary resolution at a General Meeting remove any director before the expiration of the period of office.
- The directors may replace him/her by another director by ordinary resolution. Any director so chosen shall hold office for the remainder of the previous director's term in office, but subject to the disqualification rules.

37. Rotation of directors

- A director will be appointed for an initial one-year term, following which time they may be re-appointed for a further terms of two years by the directors.

- No director can serve for more than a total term of nine-years. In exceptional circumstances (such as during a period of substantial change) a director may serve in excess of nine years, ***provided*** that this is in agreement with the other directors and for a limited time period.
- All directors shall be eligible for re-appointment except if they have failed without good reason to attend 25% or more of the directors' meetings over the year.

DIRECTORS' MEETINGS

38. General

- The directors shall regulate their meetings as they think fit and shall determine the quorum necessary for the transaction of business.
- A meeting of the directors at which a quorum is present shall be competent to exercise all the authorities and powers by or under the regulations of the company for the time being vested in the directors.
- Any acts done in good faith by any meeting of the directors shall be valid even if it is afterwards discovered that there was some defect in the appointment or continuance in office of any person acting as a director or that the person is a disqualified person ***provided that*** the directors were unaware of the problem and acted immediately they became aware of it.
- The directors may from time to time increase the number of directors appointed and make rules for their rotation.

39. Quorum

- The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than one third of the total number of charity trustees plus one.

40. Voting

- A majority of directors entitled to vote may decide questions but every effort shall be made to decide questions unanimously.
- In the case of a tie, the Chairperson of the meeting shall have a second or casting vote.

41. Timing of next meeting

- The directors shall decide when their next meeting is to take place. Any three directors may instruct the Secretary at any time upon seven days notice in writing to call a meeting of the directors.

42. Directors who are outside the U.K.

- A director who is temporarily outside the United Kingdom is not entitled to receive notice of the meeting or cast a vote unless the directors have agreed the contrary before he/she leaves the United Kingdom.

43. Honorary Officers

- The directors at their first meeting following the Annual General Meeting shall elect a director as Chairperson who shall be entitled to preside at all directors' meetings at which he/she is present. They shall also elect honorary officers including a Vice-chairperson and a Treasurer. The directors may invite someone to the company's Patron(s).
- Should an officer resign or be removed during his or her term of office, the directors shall choose a replacement. They may remain in post only until after the first Management Committee after the Annual General Meeting.

44. Chairperson's Powers

- The Chairperson, in consultation with the Treasurer, shall have the authority in the period between meetings of the directors to allow actions that would normally be authorised only by the directors ***provided that*** such actions cannot wait their next meeting. All such actions must be reported to the directors at their next meeting.

45. Retirement of the Chairperson and honorary officers

- A Chairperson or other honorary officer who has been in office for four consecutive years must stand down from that office for at least 12 months before being eligible to stand for that office again. However, the directors may invite the honorary officer to serve for a fifth year in that office, but never for more than five years.

46. Records

- The directors shall keep proper written records of all their decisions and a proper written record of who was present at each meeting.
- The directors shall cause proper minutes to be kept of all appointments of officers made by them and of the proceedings of all their meetings and all business transacted at such meetings.
- All such records including details of who was present at each meeting and minutes shall be kept on file by the Secretary.
- Any record signed by the Chairperson of the meeting shall be evidence of what happened at the meeting without the need for any further proof of the facts stated in it.
- A resolution in writing signed by all the directors shall be as valid as if it had been passed at a meeting.

THE SECRETARY

47. General

- The company must have a Secretary.
- The directors or the members in an Annual General Meeting shall appoint the Secretary for such time and at such remuneration and upon such conditions as they think fit, and they may remove any Secretary so appointed.
- The members in a general meeting may determine some other system of appointment.
- The provisions of Sections 283 and 284 of the Act shall apply and be observed.

- The Secretary may also be a director in which case the Secretary shall not be paid except in respect of out-of-pocket expenses.

ACCOUNTS

48. Type

- The directors shall cause accounting records to be kept in accordance with the requirements of Part VII of the Act and the Charities Acts.
- The company shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act and the Charities Acts.

49. Location

- The accounting records shall be kept at the Office and may not be removed from the Office except by the Auditors as is necessary.

50. Availability

- The accounting records shall always be open to inspection by the directors. The directors shall decide upon what conditions inspection of the accounting records shall be available to members of the company.

51. Annual Accounts and Report

- The company shall send a copy of the Annual Accounts together with a copy of the Annual Report for that financial year and a copy of the Auditors' report on those accounts to the auditors [if any].
- They must also be sent to every person entitled to receive them in accordance with Section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be considered in accordance with Section 241 of the Act.

AUDIT

52. Frequency

- In accordance with the provisions of the Act and the Charities Acts once at least in every year the company's accounts shall be examined and the correctness of the income and expenditure account and balance sheet shall be ascertained by an appropriately qualified person. If the company is legally required to have an auditor, the auditor shall be appointed at the Annual General Meeting.

53. Appointment of Auditors

- The duties of any auditor appointed shall be regulated in accordance with the provisions of the Act.

NOTICES

54. Form

- A notice may be served by the company upon any member either personally or by sending it through the post in a prepaid envelope by first class post or may be served by electronic mail addressed to the address appearing in the register of members.

55. Geographical area

- Unless otherwise agreed at a General Meeting, notices will only be sent to members with an address in the United Kingdom.

56. Deemed to be sent

- Any notice that is posted will be deemed to arrive within two days of being posted.
- A record of posting must be kept as evidence of posting is deemed to be evidence of the notice arriving at its destination.

RULES

57. General

- The directors shall be entitled to make any rules, regulations or bye-laws to make the running of the company easier or more efficient or which may be necessary to give effect to these Articles.
- Any such rules, regulations or bye-laws must comply with the Act and the Charities Act and complement, not conflict, with these Articles.
- The Company in a General Meeting has the power to change the rules, regulations or bye-laws.

DISSOLUTION

58. General

- Clause 9 which refers to the winding up and dissolution of the company, shall have effect as if set out in full again in these Articles.

INDEMNITY

59. General

- In relation to the affairs of the company, subject to any rules in the Act, and without prejudice to any other indemnity to which the directors may be entitled, the company shall indemnify every director, employee, auditor or volunteer of the company against any liability they incur in that capacity in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust.
- In relation to the affairs of the company, they are also entitled to indemnify if a Court grants them relief from liability for negligence, default, breach of duty or breach of trust relating to the affairs of the company.