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COMPANIES HOUSE

The Companies Act 2006

Company Limited by Guarantee

Articles of Association

of

Able 4 Enterprise Ltd

ARTICLES FOR PRIVATE COMPANY LIMITED BY GUARANTEE

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PART 1 INTERPRETATION ,LIMITATION OF LIABILITY AND MAIN OBJECTS OF THE COMPANY

Defined terms

In the articles, unless the context requires otherwise-

"articles"	means the company's articles of association;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
"chair"	has the meaning given in articles 13 & 14,
"chair of the meeting"	has the meaning given in articles 13, 14 & 32;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
"director"	means a director of the company, and includes any person occupying the position of director, by whatever name called,
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"electronic form"	has the meaning given in section 1168 of the Companies Act 2006;
"member"	has the meaning given in section 112 of the Companies Act 2006;
"ordinary resolution"	has the meaning given in section 282 of the Companies Act 2006;
"participate"	in relation to a directors' meeting, has the meaning given in article 11;
"proxy notice"	has the meaning given in article 38,
"special resolution"	has the meaning given in section 283 of the Companies Act 2006,
"subsidiary"	has the meaning given in section 1159 of the Companies Act 2006, and
"writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of members

2 The company is a company limited by guarantee The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while s/he is a member or within one year after s/he ceases to be a member, for—

a) payment of the company's debts and liabilities contracted before s/he ceases to be a member,

b) payment of the costs, charges and expenses of winding up, and

c) adjustment of the rights of the contributories among themselves.

Main objects

3 The objects for which the company is established are

(a) To help to improve the lives, home life and wellbeing of the disabled, elderly and the disadvantaged in the local communities we serve

(b) To engage in any business, trade or industry which may seem to the Company directly or indirectly conducive to the interests or convenience of the Company's main object or of the community in the Company's area of activity generally

(c) In carrying out the aforesaid objects the Company shall have regard to the physical, mental and spiritual well-being of the community, particularly of those who participate in the activities of the Company

PART 2: DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

4. To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

Members' reserve power

5 (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

6. (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles or the implementation of their decisions or day to day management of the affairs of the Company:-

a) to such person or committee,

b) by such means (including by power of attorney),

c) to such an extent,

d) in relation to such matters or territories, and

on such terms and conditions as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

7 (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

8. (1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with the company's articles.

(2) Each director will only be entitled to cast one vote when any resolution is put or ballot conducted, irrespective of the amount of the monies, assets or guarantees that s/he or it has loaned or contributed in any way to the company. This does not affect the directors ability to vote as a nominated proxy appointed under these articles.

(3) If (a) the company only has one director, and
(b) no provision of the articles requires it to have more than one director,the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making

Unanimous decisions

9. (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

10. (1) Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.
(2) A Directors' meeting must be called by at least seven Clear Days' notice unless either
(a) all the Directors agree; or
(b) urgent circumstances require shorter notice.

(3) Notice of Directors' meetings must be given to each Director.
(4) Every notice calling a Directors' meeting must specify
(a)the place, day and time of the meeting; and
(b)if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
(5) Notice of Directors' meetings need not be in Writing.
(6)Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose

Participation in directors' meetings

11. (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

Quorum for directors' meetings

12. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) 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 two, and unless otherwise fixed it is two or one third of the total number of directors whichever is the greater.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the members to appoint further directors

Chairing of directors' meetings

13 The Directors shall appoint one of their number to facilitate their meetings and may at any time remove him or her from office.

14 If the appointed chair is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

Voting

15 (1) If the numbers of votes for and against a proposal are equal then the proposal will be deemed to have been lost.

Decisions without a meeting

16. (1) The Directors may take a unanimous decision without a Directors' meeting in accordance with this Article by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

(2) A decision which is made in accordance with Article 16 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

(a) approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors,

(b) following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 16;

(C) the date of the decision shall be the date of the communication from the Recipient confirming formal approval;

(d) the Recipient must prepare a minute of the decision in accordance with Article 20.

Conflicts of interest

17 (1) Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.

(2) If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.

(3) Whenever a matter is to be discussed at a meeting or decided in accordance with Article 8 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 18, he or she must:

(a) remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

(b) not be counted in the quorum for that part of the meeting; and

(c) withdraw during the vote and have no vote on the matter.

(4) When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

Directors' power to authorise a conflict of interest

18 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided.

(1) in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 17.3;

(2) In authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;

(3) The decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation

(4) If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 18 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed

(5) A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 18 (subject to any limits or conditions to which such approval was subject)

Register of Directors' interests

19 The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

Records of decisions to be kept

20. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

21. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

APPOINTMENT OF DIRECTORS

Methods of appointing directors

22. (1) 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—

(a) by ordinary resolution, or

(b) by a decision of the directors.

(2) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member

Termination of director's appointment

23. A person ceases to be a director as soon as—

(a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
(b) a bankruptcy order is made against that person;
(c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
(d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
(e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
(f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
(g) It is considered by the Board of Directors at a properly constituted Board Meeting that the serving director has acted against the main objects of the Company and a decision is made to remove him/her.
(h) The director fails to provide acceptable apologies for attendance at three consecutive meetings
(i) In the clear view of all other directors, the director involved is deemed to have acted in a way which is obstructive to the good conduct of meetings.

Directors' Remuneration & Income and Property of the Company

24. (1) The income and property of the Company whensoever derived shall be applied solely towards the promotion of the objects of the Company as set out herein and no portion shall be transferred directly or indirectly to any directors or employees of the Company except by way of payment in good faith of reasonable and proper wages, and repayments of expenses to any director or employee of the Company in return for any services actually rendered to the Company

Directors' expenses

25. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

(a) meetings of directors or committees of directors,

(b) general meetings, or

(c) separate meetings of any class of members or of the holders of debentures of the company,,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3 :MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

26. (1) The subscribers to the Memorandum are the first members of the Company.

(2) Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company

(3) The Directors shall from time to time be the only members of the Company.

(4) No person shall become a member of the company unless-

(a) that person has completed an application for membership in a form approved by the directors, and

(b) the directors have approved the application

Termination of membership

27. (1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.

(2) Membership is not transferable.

(3) A person's membership terminates when that person dies or ceases to exist

(4)Membership may be withdrawn if the Directors decide in a properly constituted Board Meeting that the member has brought the organisation into disrepute.

ORGANISATION OF GENERAL MEETINGS

Members' meetings

28. (1)The Directors may call a general meeting at any time.

(2) General meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.

(3) A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company,

(4) Article 28 3 shall not prevent a person who is a proxy for a member or a duly authorised representative of a member from voting at a general meeting of the Company

Written resolutions

29. (1) Subject to Article (5), a written resolution of the Company passed in accordance with this Article 29 shall have effect as if passed by the Company in general meeting:

(2) A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.

(3)A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members A written resolution is not a special resolution unless it states that it was proposed as a special resolution

(4)In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.

(5) A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution

(6) A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts.

(7) A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution

(8) If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature

(9) If the Document is sent to the Company by Electronic Means, it is authenticated [if it bears the member's signature] or [if the identity of the member is confirmed in a manner agreed by the Directors] or [if it is accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement] or [if it is from an email Address notified by the member to the Company for the purposes of receiving Documents or information by Electronic Means].

(10) A written resolution is passed when the required majority of eligible members have signified their agreement to it

(11) A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date

Attendance and speaking at general meetings

30. (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

(2) A person is able to exercise the right to vote at a general meeting when-

(a) that person is a member of the company with the right to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

[illegible]

[illegible]

[illegible]

(11) [illegible]

[illegible]

[illegible]

[illegible]

(3) The directors may make whatever arrangements they consider appropriate to enable members attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

31. (1) No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
(2) The quorum for general meetings of the company is 1/5 of the members entitled to vote, or 3, whichever is the greater

Chairing general meetings

32. (1) If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
(a) the directors present, or

(b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting

(3) The person chairing a meeting in accordance with this article is referred to as "the chair of the meeting".

Attendance and speaking by directors and non-members

33. (1) Directors may attend and speak at general meetings, whether or not they are members.

(2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

Adjournment

34. (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it

(2) The chair of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chair of the meeting must-

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

35. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

Errors and disputes and irregularities

36. (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

(3) The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

Poll votes

37. (1) A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote,

or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

(a) the chair of the meeting,

(b) the directors,

(b) two or more persons having the right to vote on the resolution; or

(c) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

(a) the poll has not yet been taken, and

(b) the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

38. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which-

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c)is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d)is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

(4) Unless a proxy notice indicates otherwise, it must be treated as-

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

39. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

40. (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if-

(a) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution

PART 4 ADMINISTRATIVE ARRANGEMENTS

Minutes

41 (1) The Directors must cause minutes to be made in books kept for the purpose:

i of all appointments of officers made by the Directors;

ii. of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting), and

iii of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting,

(2) Any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings

(3) The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

Records and accounts

42. The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of:

a annual reports,

b. annual returns; and

c annual statements of account.

d Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a member.

Means of communication to be used

43. (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

Company seals

44. (1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

(4) For the purposes of this article, an authorised person is—
(a) any director of the company,
(b) the company secretary (if any); or
(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

No right to inspect accounts and other records

45. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

46. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

47. (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against-

(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

(b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) any other liability incurred by that director as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article-

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a "relevant director" means any director or former director of the company or an associated company.

Insurance

48. (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss

(2) In this article-

(a) a "relevant director" means any director or former director of the company or an associated company,

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

PART 5: SOCIAL ENTERPRISE FEATURES

Winding up and Dissolution

49. In the event of the winding up on dissolution of the Company, after the satisfaction of all debts and liabilities, the assets remaining shall be transferred in the furtherance of the aforementioned objects to an organisation having objects similar to or compatible with any of the objects of the Company, as may be determined by the Directors

Social Audit

50. (1) A social audit of the Company's activities may, by resolution of a General Meeting, be undertaken annually in addition to the financial records required by law. The role of the social audit shall be to identify the social costs and benefits of the Company work, and to enable an assessment to be made of the Company's overall performance in relation to its objects more easily than may be made from financial accounts alone

(2) Such a social audit may be drawn up by an independent assessor appointed by the Board of Directors or by the Board themselves or authorised employees, who may submit their report for verification or comments to an independent assessor.

Stakeholder Group

51. (1) The Company may create and support Stakeholder/User Groups the purpose of which will be to add value to the workings of the Company in pursuit of its main objects.

(2)The Stakeholder/User Groups will meet at least annually to receive reports on the working of the Company and to comment on its activities.

(3)The Stakeholder/User group meetings will be attended by at least one director of the Company who will feed back the views of the meeting to the Board of Directors.

Application of Surplus

52 The surplus of the Company shall be applied in the following ways, in such proportions and in such manner as decided by the Board of Directors

(a) First, to creating a general reserve for the continuation and development of the Company,

(b) Secondly, to make payments for social and charitable purposes in furtherance of its objects