

Companies Act 2006

Company Limited by Guarantee

and not having a Share Capital

## Articles of Association of Global Care International

### 1. Name

The Company's name is Global Care International (and in this document it is called "the Charity")

### 2. Interpretation

In these articles

"address" means a postal address or for the purpose of electronic communication, an email address or a text message number in each case as registered with the Charity;

"the articles" means the Charity's articles of association;

"clear days excludes:

- The day when notice is given or deemed given; and
- The day for which it is given or on which it is to take effect

"the Commission" means the Charity Commission for England and Wales;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;

"the Directors" means the directors of the Charity. The Directors are charity trustees as defined by section 177 of the Charities Act 2011 ;

"documents" 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;

"general meeting" means a meeting of the Members;

"Members" mean the members of the Charity for the purpose of the Companies Acts;

"Objects" means the charitable objects set out in Article 4;

"secretary" means any person appointed to perform the duties of the company secretary of the Charity;

"Charities" are organisations, which are established for exclusively charitable purposes in accordance with the law of England and Wales

"Voluntary organisations" are independent organisations, which are established for purposes that add value to the community as a whole, or a significant section of the community, and which is not permitted by their constitution to make a profit for private distribution. Voluntary organisations do not include local government or other statutory authorities.

"the United Kingdom" means Great Britain and Northern Ireland; and

Words importing the singular include the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when the articles becomes binding on the Charity.

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

### 3. Liability of Members

The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the Charity in the event of it being

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wound up while he or she is a member or within one year after he or she ceases to be a member, for:

- a) payment of the Charity's debts and liabilities incurred before he or she 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.

#### 4. Objects

The Charity's objects ("Objects") are specifically restricted to the following:

To promote any charitable purpose for the benefit of the community in the United Kingdom or throughout the world as the trustees see fit, in particular but not exclusively by the following means:

- (1) the promotion of the voluntary sector<sup>1</sup> for the public benefit, in particular but not exclusively by the following means:
  - (a) promoting encouraging and supporting volunteering and community involvement by individual
  - (b) providing opportunities for individual to volunteer
  - (c) providing advice and assistance and training for volunteers and
  - (d) raising awareness of the needs of poor, sick, distressed, vulnerable and under-educated persons and communities in the United Kingdom and throughout the world
- (2) the relief of those in need by reason of poverty, discrimination, maltreatment, youth, ill health, disability or other disadvantage, especially vulnerable children
- (3) carrying out all the Charity's activities in accordance with the Christian Ethos Statement and the Values Charter of the Charity.

#### 5. Powers

5.1. The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:

- a) to raise funds. In doing so the Charity must not undertake any taxable trading activity and must comply with any relevant statutory regulations
- b) to buy, take on lease or in exchange hire otherwise acquire any property and to maintain and equip it
- c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising the power, the Charity must comply as appropriate with sections 117 to 123 of the Charities Act 2011
- d) to borrow money and to charge whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124 to 126 of the Charities Act 2011, If it wishes to mortgage land
- e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them
- f) to establish or support, or act as trustee of any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects

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<sup>1</sup> The Voluntary Sector' means charities and voluntary organisations.

- g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity
- h) to set aside income in reserve against future expenditure but only in accordance with a written policy about reserves
- i) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director, only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article to:
  - i. deposit or invest funds;
  - ii. employ a professional fund-manager; and
  - iii. arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000; and
- j) to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in section 189 of the Charities Act 2011.

## 6. Application of Income and Property

- 6.1. The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.2. A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- 6.3. A Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6.4. A Director may receive an indemnity from the Charity in the circumstances specified in Article 40.
- 6.5. None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:
  - a) a benefit from the Charity in the capacity of a beneficiary of the Charity
  - b) reasonable and proper remuneration for any goods or services supplied to the Charity.

## 7. Directors' Benefits

- 7.1. No Director or connected person may:
  - a) buy 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<sup>2</sup> from the Charity, unless:
    - i. the payment is permitted by article 6; or
    - ii. the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

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<sup>2</sup> In this article a "financial benefit" means a benefit direct or indirect, which is either money or has monetary value.

- 7.2. A 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 directors do not benefit in this way
- 7.3. A Director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- 7.4. A Director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Directors.
- 7.5. A Director or connected person may receive rent for the premises let by the Director or the connected person to the Charity if the amount of rent and other terms of the lease are reasonable and proper and provided that the Director concerned shall withdraw from any meeting at which such proposal or rent or other terms of the lease are under discussion.
- 7.6. The Directors may arrange for the purchase, out of the funds of the Charity, of insurance to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act 2011.

## **8. Members**

- 8.1. The Directors for the time being shall be the only members of the Charity.
- 8.2. Membership is not transferable to anyone else.
- 8.3. The Directors must keep a register of names and addresses of the members.

## **9. Termination of Membership**

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

## **10. General Meeting**

- 10.1. The Directors may call a general meeting at any time.

## **11. Notice of general meetings**

- 11.1. The minimum period of notice required to hold a general meeting of the Charity is fourteen clear days.
- 11.2. A general meeting may be called by shorter notice if it is so agreed by not less than 90 per cent of the members.
- 11.3. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy.
- 11.4. The notice must be given to all the members and to the Directors and auditors.
- 11.5. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

## **12. Proceedings at General meetings**

- 12.1 A general meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- 12.2 No business shall be transacted at any general meeting unless a quorum is present. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
- 12.3 A quorum is three members entitled to vote upon the business to be conducted at the

meeting.

a) a quorum is not present within half an hour from the time appointed for the meeting; or

b) during a meeting a quorum ceases to be present;

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

- 12.5 The Directors must reconvene the adjourned meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 12.6 If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at the time shall constitute the quorum for that meeting.
- 12.7 A general meeting shall be chaired by the person who has been appointed to chair meetings of the Directors. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting or does not wish to take the chair a Director nominated by the Directors shall chair the meeting.
- 12.8 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
- 12.9 No business shall be conducted at a re-convened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 12.10 If the meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.
- 12.11 Any vote at a meeting shall be decided by a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded:
- a) by the person chairing the meeting; or
  - b) by at least two members present in person or by proxy and having the right to vote at the meeting.
- 12.12 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 12.13 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 12.14 A demand for a poll may be withdrawn before the poll is taken but only with the consent of the person who is chairing the meeting.
- 12.15 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made and the result of the vote must be recorded in the minutes of the Charity.
- 12.16 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 12.17 The results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 12.18 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
- 12.19 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
- 12.20 The poll must be taken within 30 days after it has been demanded.
- 12.21 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the date, time and place at which the poll is to be taken.

- 12.22 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 12.23 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

### 13. Content of proxy notices

- 13.1 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 Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 13.2 The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 13.3 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.
- 13.4 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 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.

### 14. Delivery of proxy notices

- 14.1 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 Charity by or on behalf of that person.
- 14.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person whom or on whose behalf the proxy notice was given.
- 14.3 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.
- 14.4 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.

### 15 Written Resolutions

- 15.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- a) a copy of the proposed resolution has been sent to every eligible member;
  - b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of the members has signified agreement to the resolution; and
  - c) it is contained in an authenticated document which has been received at the registered office of the Charity within the period of 28 days beginning with the circulation date.
- 15.2. A resolution in writing may comprise several copies to which one or more members have signified their agreement.

## 16 Votes of members

- 16.1 Every member shall have one vote.
- 16.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

## 17 Directors

- 17.1 A Director must be a natural person aged 18 or older.
- 17.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 20.
- 17.3 No person who is not a member shall be a Director and a person shall cease to be a Director on ceasing to be a member.
- 17.4 The number of Directors shall be not less than three and not more than nine.
- 17.5 A Director may not appoint an alternate director or anyone to act on his or her behalf at meeting of the Directors.

## 18 Powers of Directors

- 18.1 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 18.2 No alteration of the articles or special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 18.3 Any meeting of Directors at which quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

## 19 The Appointment of Directors

- 19.1 Directors are to be appointed by a resolution of the Directors.
- 19.2 The appointment of a Director shall be for a term of five years. At the end of his or her term of office a Director may be appointed for a further term provided that no Director shall serve for more than three terms.

## 20 Disqualification and removal of Directors

- 20.1 A Director shall cease to hold office if he or she:
  - a) ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - b) is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
  - c) ceases to be a member of the Charity;
  - d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs
  - e) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
  - f) is absent without the permission of the Directors from all their meetings held within a period of twelve consecutive months and the Directors resolve that his or her office be vacated; or
  - g) is removed from office by a resolution of the Directors passed by a two-thirds majority that it is in the best interests of the Charity that his or her term of office is terminated. A resolution to remove a Director may only be passed if:

- i. the Director has been given at least twenty-one days' notice in writing of the meeting of Directors at which the resolution will be proposed and the reasons why it is to be proposed; and
- ii. the Director or, at the option of the Director, his or her representative (who need not be a Director) has been allowed to make representations to the meeting.

## 21 Directors' remuneration

- 21.1 The Directors must not be paid any remuneration unless it is authorised by article 6.

## 22 Proceedings of Directors

- 22.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 22.2 Any Director may call a meeting of the Directors.
- 22.3 The secretary (if any) must call a meeting of the Directors if requested to do so by a Director.
- 22.4 Questions arising at a directors' meeting shall be decided by a majority of votes.
- 22.5 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 22.6 A meeting may be held by suitable electronic means agreed with the Directors in which each participant may communicate with all the other participants.
- 22.7 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
- 22.8 The quorum for a Directors' meeting shall be two or the nearest number to one-third of the total number of Directors whichever is the greater.
- 22.9 A Director shall not be counted in the quorum when any decision is made about a matter upon which that Director is not entitled a vote.
- 22.10 If the number of Directors is less than the number fixed as the quorum the continuing Directors may act only for the purpose of filling vacancies.
- 22.11 The Directors shall appoint a Director as Chair of the Directors and may at any time revoke such appointment. The Chair shall serve for a term of three years and may be re-appointed by the Directors for a maximum of three terms.
- 22.12 If no-one has been appointed as Chair pursuant to Article 33(1) or the person appointed is unwilling to preside at a meeting of the Directors or is not present within ten minutes after the time appointed for the meeting the Directors present may appoint one of their number to chair that meeting.
- 22.13 The person appointed as Chair of the Directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the Directors.
- 22.14 A resolution in writing or in electronic form agreed by all of the Directors entitled to receive notice of a meeting of Directors and to vote upon the resolution shall be as valid and effectual as if it has been passed at a meeting of the Directors duly convened and held
- 22.15 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

## 23 Delegation

- 23.1 The Directors may delegate any of their powers or functions to a committee. A committee may consist of both Directors and persons who are not Directors provided that the membership of every committee shall include at least one Director. The Directors must agree and record the terms of any delegation for each committee.
- 23.2 The Directors may impose conditions when delegating including the condition that:



- a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- b) no expenditure may be incurred on behalf of the Charity except in accordance with the budget previously agreed with the Directors.

23.3 The Directors may revoke or alter a delegation.

23.4 All acts and proceedings of any committee must be fully and promptly reported to the Directors.

## 24 Declaration of Director's Interest

24.1 A Director must declare the nature and the extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not been previously declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interest of the Charity and any personal interest (including but not limited to any personal financial interest).

## 25 Conflicts of Interests

25.1 If a conflict of interests arises for a director because of a loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

- a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
- c) the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

25.2 In this article a conflict of interests arising because of the duty or loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.

## 26 Validity of Directors' Decisions

26.1 Subject to article 26.2, all acts done by a meeting of Directors or of a committee of Directors shall be valid notwithstanding the participation in any vote of a Director:

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

if without

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

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

26.2 Article 26.1 does not permit a Director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for article 26.1, the resolution would have been void or if the Director has not complied with article

## **27 Minutes**

- 27.1 The Directors must keep minutes of all
- a) appointments made by the Directors;
  - b) proceedings at the meetings of the Charity; and
  - c) meetings of the Directors and committees of Directors including
    - i. the names of the Directors present at the meeting;
    - ii. the decisions made at the meetings; and
    - iii. where appropriate the reasons for the decisions.

## **28. Accounts**

- 28.1 The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 28.2 The Directors must keep accounting records as required by the Companies Acts

## **29. Annual Report and Return and Register of Charities**

- 29.1 The Directors must comply with the requirement of the Charities Act 2011 with regard to:
- a) the transmission of the statements of account to the Commission;
  - b) the preparation of an Annual Report and the transmission of a copy of it to the Commission; and
  - c) the preparation of an Annual Return and its transmission to the Commission.
- 29.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

## **30. Means of Communication to be Used**

- 30.1 Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Acts provide for documents or information which are authorised or required by any provision of that Act to be sent or supplied to the Charity.
- 30.2 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 notices or documents for the time being.
- 30.3 Any notice to be given to or by any person pursuant to the articles:
- a) must be in writing; or
  - b) must be given in electronic form.
- 30.4 The Charity may give any notice to a member either:
- a) personally; or
  - b) by sending it by post in a prepaid envelope address to the member at his or her address; or
  - c) by leaving it at the address of the member; or
  - d) by giving it in electronic form to the member's address; or
  - e) by placing the notice on the Charity's website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

- 30.5 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 30.6 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 30.7 Proof that an envelope containing a notice properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 30.8 Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent in accordance with the section 1147 of the Companies Act 2006.
- 30.9 In accordance with the section 1147 of the Companies Act 2006 notice shall be deemed to be given;
- a) 48 hours after the envelope containing it was posted; or
  - b) in the case of an electronic form of communication, 48 hours after it was sent

#### 40. Indemnity

- 40.1 The Charity shall indemnify every Director against any liability incurred in successfully defending legal proceedings in that capacity or in connection with any application in which relief is granted by the court from liability for negligence default breach or duty or breach of trust in relation to the Charity.
- 40.2 In this article a 'relevant Director' means any Director or former Director of the Charity.
- 40.3 The Charity may indemnify an auditor against liability incurred by him or her or it:
- a) in defending proceedings (whether civil or criminal) in which judgment is given in his or her favour or he or she or it is acquitted; or
  - b) in connection with an application under section 1157 of the Companies Act (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

#### 41 Rules

- 41.1 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- 41.2 The bye laws may regulate the following matter but are not restricted to them:
- a) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
  - b) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the articles; and
  - c) generally, all such matters as are commonly the subject matter of company rules.
- 41.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 41.4 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- 41.5 The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the articles.

#### 42. Dissolution

- 42.1 The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- a) directly for the Objects; or
  - b) by transfer to any charity or charities for purposes similar to the Objects; or
  - c) to any charity for use for particular purposes that fall within the Objects;

- 42.2 Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debt and liabilities have been paid or provision made for them shall on dissolution of the Charity be applied or transferred:
- a) directly for the Objects; or
  - b) by transfer to any charity or charities for purposes similar to the Objects; or
  - c) to any charity for use for particular purposes that fall within the Objects;
- 42.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution in accordance with article 42.2 is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.