

THE COMPANIES ACT 2006  
A PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL  
  
ARTICLES OF ASSOCIATION  
OF  
BALI CHALK  
COMPANY NUMBER 12903765

## NAME

1. The Company's name is BALI CHALK.

## GENERAL

2. In these Articles:-

### WORDS

### MEANINGS

Address

means a postal address or, for the purposes of electronic communication, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with the Charity.

The Articles

These Articles of Association, and the Rules and Regulations of the Charity from time to time in force.

The Board

The Board of Directors for the time being of the Charity.

Companies Acts

the Companies Acts (as defined in Section 2 of the Companies Act, 2006) in so far as they apply to the Charity.

Connected Person

(1) A child, parent, grandparent, grandchild, brother or sister of a Director.  
(2) The spouse or civil partner of a Director or of any person falling within sub-clause (1) above; and  
(3) A person carrying a business in partnership with a Director or any person falling within sub-clause (1) above.

The Charity

The Company intended to be regulated by The Articles.

The Office

The registered office of the Charity.

The Officers

The Chairman, Vice-Chairman and Treasurer of the Charity appointed in accordance with the Articles.

Month

Calendar month.

|                 |                                                                                                                                                                                          |
|-----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| General Meeting | A general meeting of Members pursuant to the Act.                                                                                                                                        |
| Members         | The Members for the time being of the Charity.                                                                                                                                           |
| 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 when 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. |

Any words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act, shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

3. The registered office of the Charity is to be situated in England and Wales.

## MEMBERS

4. The subscribers to the Memorandum of Association and such other persons, as the Board shall admit to Membership in accordance with the Articles shall be Members of the Charity.
5. A Member may at any time withdraw from Membership of the Charity by giving to the Charity notice of their intent to resign as a Member. Membership shall not be transferable and shall cease on death.
6. The Board may for good and substantial reason remove any person as a Member: Provided that the person concerned shall have the right before a final decision is made to be heard and to state any case in writing to the Board.

## MEMBERSHIP FEES.

7. The Board may set a membership fee for Members, but may exempt particular Members from payment or of any such subscription, either in whole or in part, if it considers it fair or expedient to do so.

## LIABILITY OF MEMBERS

8. The Liability of 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 its being wound up while he or she is a member or within one year after he or she ceases to be a member for:-
1. Payment of the Charity's debts and liabilities incurred before he or she ceases to be a Member;
  2. Payment of the costs, charges and expenses of winding up; and
  3. Adjustment of the rights of the contributories amongst themselves.

## OBJECTS

9. To advance education for the public benefit in landscaping and horticulture and related subjects, including the support of technical and vocational training and other educational support needs that may arise to help obtain employment in this field of work through the provision of scholarships and grants.

## POWERS

10. In furtherance of its Objects but not further or otherwise the Charity shall have power to all such things as are necessary or incidental or conducive to the attainment of its Objects and shall, in particular, but without limiting the foregoing, have power:-
- i) To advance the education of the public concerning the Objects of the Charity to enhance public knowledge.
  - (ii) To carry out or assist in carrying out research into any matter concerned or associated with the Objects of the Charity and to disseminate the useful results of that research.
  - (iii) To undertake and/or join in and/or pay or contribute towards the cost of any judicial or other similar proceedings (including any inquiries) and/or any investigations in connection with the Company's objects.
  - (iv) To raise funds and invite and receive contributions whether in the United Kingdom or elsewhere: Provided that in doing so the Charity shall not undertake any permanent trading activity and shall conform to any relevant statutory regulations.
  - (v) To make grants or loans including grants or loans to any other institution, whether established for Charitable purposes only or otherwise, save that the Charity shall ensure that if any such grant or loan shall be made the same shall be applied for Charitable purposes only falling within the objects of the Charity.
  - (vi) Subject to compliance with Sections 124-126 of the Charities Act, 2011 to borrow money and to charge the whole or any part of the property

belonging to the Charity as security for the repayment of the money borrowed or as security for a grant or the discharge of an obligation.

- (vii) To sell, lease or otherwise dispose of all and any part of the property belonging to the Charity; provided that in exercising this power the Charity shall comply as appropriate with Sections 117 and 122 of The Charities Act, 2011.
- (viii) To establish or found or aid in establishing or founding such local groups or Branches as may from time to time be constituted, to further the objects of the Charity.
- (ix) To found or to assist in founding any other Charitable Organisation, institution or Trust established for the Charitable objects of the Charity or for objects falling within the objects of the Charity.
- (x) To co-operate with other organisations, Trusts, individuals or bodies corporate, whether or not established for Charitable purposes only.
- (xi) To employ and pay such officers and staff as may be thought fit.
- (xii) To employ and pay a Parliamentary Agent or officer or officers for the purpose of reviewing and advising the Charity on the passage of all intended or contemplated legislation within the United Kingdom or elsewhere which may affect the Charity or the discharge of the Charity's Objects.
- (xiii) To employ and pay such agents or other officers for the purpose of liaising with any local authority or authorities within the United Kingdom and to advise the Charity on any matter or issue which may be proposed or intended, whether in the nature of legislation or otherwise, which may affect the Charity or the discharge of the Charity's objects.
- (xiv) To bring together in conference representatives of voluntary organisations, government departments, statutory authorities, representatives of the Landbased Industries and individuals.
- (xv) To promote and carry out or assist in promoting and carrying out surveys and investigations and to publish the useful results of such surveys and investigations.
- (xvi) To arrange and provide for or join in arranging and providing for the holding of exhibitions, conferences, meetings, lectures, classes, seminars and training courses, whether in the United Kingdom or elsewhere.
- (xvii) To collect and disseminate information on all matters affecting the objects of the Charity and exchange such information with other bodies having similar objects, whether in the United Kingdom or elsewhere.

- (xviii) To publish any materials and to issue any memoranda, whether written or oral, (or partly in writing and partly oral) to educate the public and to promote their awareness of the objects of the Charity.
- (xix) To issue statements or to publish any materials designed to further the objects of the Charity.
- (xx) To undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Charity.
- (xxi) To procure to be written and print, publish, issue and circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents, whether written or aural, or in such other form or utilising such technology as the Charity may think fit and to produce and market files, sound recordings, and other visual and aural aids using any and all technologies as may be appropriate relating to the objects of the Charity or any of them.
- (xxii) To purchase, take on lease or in exchange hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the objects of the Charity and construct, maintain and alter any buildings or erections.
- (xxiii) To invest the cash and other property of the Charity in or upon such investments, securities or other property, whether real or personal, or on deposit or loan, whether in the United Kingdom or elsewhere, as may be thought fit: Provided that the Charity shall not invest by way of underwriting any new issue of shares, stock or other securities or in the acquisition or sale of any futures contract, warrants or options to acquire or dispose of property except that the Charity may invest: -
  - (a) By way of underwriting an issue of stock eligible to be held by the Charity where it does so in order to secure an allocation of the new issue (and not for the sole or main purpose of obtaining commission) and is satisfied that to do so is not unduly hazardous or speculative;
  - (b) In the acquisition or sale of such futures contracts, warrants or options where the Charity does so in order to protect the property of the Charity against some risk and is satisfied that to do so in not unduly hazardous or speculative.
- (xxiv) To adopt within the limits permitted by Law an ethical policy in relation to the investment of any property belonging to the Charity.
- (xxv) To appoint as an investment manager for the Charity a competent person to act in that capacity who is either:
  - (a) An individual of repute who has substantial experience of investment management and is an authorised person within the

meaning of the Financial Services and Markets Act, 2000 or any amendments thereto; or

- (b) A Company or firm of repute which is an authorised or exempted person with the meaning of that Act otherwise than by virtue of Articles 44 or 45 of the Financial Services and Markets Act, 2000 (Exemption Order) 2001 or any amendments thereto.

And to delegate to an investment manager so appointed power, at his discretion, to buy and sell investments for the Charity in accordance with the investment policy laid down by the Charity.

- (xxvi) To make such arrangements as it thinks fit for any investments of the Charity or the income from those investments to be held by a corporate body as the Charity's Nominee and to pay reasonable and proper remuneration to any such Nominee acting in pursuance of this Clause.

#### APPLICATION OF INCOME AND PROPERTY

- 11. (1) The income and property of the Charity shall be applied solely towards the promotion of its objects.
- (2)
  - (a) 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.
  - (b) A director may benefit from Trustee indemnity insurance cover purchased at the Charity's expense in accordance with and subject to the conditions in S189 of the Charities Act, 2011.
  - (c) A director may receive an indemnity from the Charity in the circumstances specified in Article 73.
  - (d) A director may not receive any other benefit or payment unless it is authorised by these Articles.
- (3) Save as permitted by these Articles 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 save that this shall 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 to the Charity.

## BENEFITS AND PAYMENTS TO DIRECTORS

### 12. General

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 or services to the Charity or be employed by or receive any remuneration or any other financial benefit (whether directly or indirectly) from the Charity, whether in money or money's worth,

Unless the payment is either permitted by Article 13 or is authorised by the Court or the Charity Commission.

### 13. Powers permitting Directors or connected person's benefits

- (1) 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;
- (2) 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 provision of the services) to the Charity where that is permitted in accordance with and subject to the conditions in S.185 and S.186 of the Charities Act, 2011;
- (3) A director or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity provided that each of the following conditions are satisfied; namely:

- (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 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 Charity is satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Director or connected person. In reaching that decision the directors must balance the advantage of contracting with the Director or connected person against the disadvantages of doing so;
- (d) the supplier is absent from any part of any meeting at which there is a discussion of the proposal to enter into a contract or arrangement with him or her 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 the quorum of directors is present at the meeting;



- (f) the reason for their decision is recorded by the directors in the minute book;
  - (g) a majority of the directors then in office are not in receipt of remuneration or payments authorised by the Articles.
- (4) A director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must not be more than the Bank of England rate (“the base rate”)
  - (5) A director or connected person may receive rent for any premises let by the director or connected person to the Charity. The amount of the rent and other terms of the lease must be reasonable and proper.
  - (6) A 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.

## ORGANISATION OF GENERAL MEETINGS

- 14. The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation and an annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings. The Directors may call a general meeting at any time.
- 15. Twenty-one clear day’s notice in writing at least of every annual general meeting and fourteen clear days notice for all other general meetings, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given to Members and to such persons (including the Auditors) as are under these Articles or under the Companies Acts entitled to receive such notice from the Charity; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Acts in the case of Meetings other than Annual General Meetings, a Meeting may be convened by such notice as those Members think fit.
- 16. The accidental omission to give notice of a meeting to, or the non-receipt of such a notice by, any person entitled to receive notice thereof shall not invalidate any Resolution passed, or the proceedings at any meeting.

## PROCEEDINGS AT GENERAL MEETINGS

- 17. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Not less than 4 Members personally present, shall be a quorum.
- 18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Board may determine.

19. The Chairman for the time being of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Vice-Chairman of the Board shall preside as Chairman but if there is no such Vice-Chairman of the Board, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside the Board shall choose one of their number to preside but in the event that the Board shall fail to choose one of their number or if the person chosen shall be unwilling to preside the Members present shall choose some Member of the Board, or if no such Member be present, or if all the Members of the Board present decline to take the Chair, they shall choose some Member who shall be present to preside.
20. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned Meeting, other than business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as for an original Meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.
21. At any General Meeting a resolution put to the vote of the Meeting shall be decided by a show of hands, unless a poll of the Members personally present or by proxy is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least twenty five per cent of the Members present or by proxy, and unless a poll be so demanded, a declaration by the Chairman of the Meeting that a Resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or of against that Resolution. The demand for a poll may be withdrawn.
22. Subject to the provisions of Article 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.
23. No poll shall be demanded on the election of a Chairman of a Meeting, or on any question of adjournment.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second casting vote.
25. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.

26. (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 its agreement to the resolution; and
  - (c) It is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more Members have signified their Agreement.

#### VOTES OF MEMBERS

27. Subject as hereinafter provided, every Member of the Charity shall, if over the age of eighteen, have one vote.
28. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is tendered, and every vote not disallowed at the Meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
29. Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote. A proxy need not be a Member.
30. The instrument appointing a proxy shall be in writing under the hand of the appointee or his attorney duly authorised in writing.
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarily certified or office copy thereof shall be deposited at the Office not less than 14 days before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

33. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

“  
“I,  
“of  
“a Member of the Charity  
“hereby appoint  
“of  
“and failing him,  
“of  
“as my proxy to vote for me on my behalf at the  
“(Annual/Extraordinary,) General Meeting of the  
“Charity to be held on  
“20, and at any adjournment thereof.

“Signed on 20 . ‘

#### THE BOARD

34. Until otherwise determined by a General Meeting, the number of Members of the Board shall not be less than Four nor more than Ten competent persons, to be appointed by the Members in General Meeting.
35. The first Members of the Board shall be those notified to Companies House as the first Directors of the Charity.
36. The Board may from time to time appoint any Member of the Charity as a Member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that any prescribed maximum be not thereby exceeded. Any Member so appointed to fill a casual vacancy or by way of addition to the Board shall retain his office only until the next Annual General Meeting following his appointment, but he shall then be eligible to be re-appointed.
37. No person who is not a Member of the Charity shall in any circumstances be eligible to hold office as a Member of the Board.

#### POWERS OF THE BOARD

38. The business of the Charity shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Charity as they think fit, and may exercise all such powers of the Charity, and do on behalf of the Charity all such acts as may be exercised and done by the Charity, and as are not by the Act or by the Articles required to be exercised or done by the Charity in General Meeting. The directors may, by power of attorney or otherwise, appoint any person to be the

agent of the Charity for such purposes and on such conditions as they determine, including authority for the agent to delegate all of any of his powers.

39. Without prejudice to the generality of Article 38 hereof the Board shall have and may exercise all or any of the following powers and functions on behalf of the Charity, namely:

- (i) To appoint a Patron or Patrons of the Charity.
- (ii) To lay down, make, revoke, alter or amend Rules and Regulations generally for the better management and administration of the Charity and, in particular, without prejudice to the generality of the foregoing, for all or any of the following matters or such other matters which, under these Articles, require such Rules and Regulations, namely:
  - (a) The criteria upon which any application for Membership shall be determined by the Board and the grounds or criteria upon which the Board shall determine whether or not to terminate the Membership of any Member.
  - (b) The composition of any Standing or other Committee of the Board and the Rules governing the functions and the meetings and procedures of any such Standing or other Committee; and
  - (c) The procedures to be followed and the administration of meetings of the Board and General Meetings of the Charity;

Provided that any such Rules and Regulations shall be consistent with the provisions of the Act and the Articles and that, in the event of any conflict between any such Rules and Regulations and the Act or, as the case may be the Articles, the Act or the Articles shall prevail.

- (iii) To consider whether any amendment or alteration made to the Memorandum or Articles at a General Meeting held under the Articles is contrary to the General Law or would be contrary or inimical to the Objects of the Charity or its status as a Charity and to veto or overturn any such amendment or alteration where the Board shall have formed the reasonable and proper view that the amendment or alteration is contrary to the General law or would be contrary or so inimical to the Objects of the Charity as to prevent the proper discharge of those Objects or that the amendment or alteration was inconsistent with the status of the Charity as a Charity.
40. The Members for the time being of the Board may act notwithstanding any vacancy in their body: Provided always that in case the Members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to Membership of the Charity, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

## SECRETARY

41. Subject to the provisions of the Companies Acts the Secretary shall be appointed by the Board for such time at such remuneration, and upon such conditions as it may think fit, and any Secretary so appointed may be removed by them.

## THE COMMON SEAL

42. The Charity's common seal shall not be affixed to any instrument except by the authority of a Resolution of the Board, and in the presence of at least two Members of the Board and the said Members shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Charity such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS

43. The office of Board Member shall be vacated if:-
- (i) He attains the age of 85 years unless otherwise determined by the Board.
  - (ii) He ceases to be a Member of the Charity.
  - (iii) He shall have been absent without permission of the Board from more than two consecutive meetings of the Board and the Board resolves that his office be vacated.
  - (iv) He becomes bankrupt or makes any arrangement or composition with his creditors generally.
  - (v) He becomes by reason of mental disorder unable to discharge his trusteeship.
  - (vi) By notice in writing to the Charity he resigns his office.
  - (vii) The Board shall resolve that his office be vacated on the ground that the Board Member has so conducted himself as to bring the Charity into disrepute: Provided that before passing any such Resolution the Board shall give the Board Member concerned the right to be heard and to state any case in writing to it.
  - (viii) He ceases to hold office by virtue of any provision of the Act or becomes prohibited by law from being the Director of a Company.
  - (ix) He shall at any time be precluded or suspended in accordance with the provisions set out and contained within the Charities Acts, 2011 from acting as a Charity Trustee either of the Charity or any other Charity or generally or shall otherwise, whether by reason of any Order of the High Court or the

Charity Commissioners or otherwise, be precluded or suspended from so acting.

#### ROTATION OF MEMBERS OF THE BOARD

44. At the end of the first Annual General Meeting and at every Annual General meeting held in subsequent years one-third of the Members of the Board for the time being or, if their number is not a multiple of three, then the nearest to one-third, shall retire from office, but shall be eligible for re-election.
45. The Members of the Board to retire from office shall be those who have been longest in office since their last election. As between Members of equal seniority the Members to retire shall, in the absence of agreement, be selected from among them by lot. A Member of the Board retiring under the provisions of this shall be eligible for re-election.
46. The Charity may, at a meeting at which a Board Member retires in manner aforesaid fill the vacated office by electing a Member of the Charity thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such Meeting it is expressly resolved not to fill such vacated office or unless a Resolution for the re-election of that Member shall have been put to the meeting and lost.
47. No person, not being an Board Member retiring at the Meeting, shall be eligible for election to membership of the Board unless within the prescribed time before the day appointed for the Meeting there shall have been given to the Secretary notice in writing, signed by some Member duly qualified to be present and vote at the meeting for which such notice is given, of their intention to propose such person for election; and also notice in writing, signed by the person to be proposed, of his willingness to be elected.
48. The prescribed time above-mentioned shall be 14 days.
49. The Members may from time to time in General Meetings increase or reduce the number of Members of the Board and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for affecting any such increase.

#### PROCEEDINGS OF THE BOARD

50. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. For the purpose of these Articles Meetings of the Board shall include, except where inconsistent with any legal obligation:
  - (a) a physical meeting;
  - (b) a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
  - (c) telephone conferencing.

Unless otherwise determined, the quorum for meetings shall be four of which at least one shall be the Chairman or Vice Chairman of the Board or such other members of the Board as shall in accordance with Article 51 hereof be discharging the function of the Chairman or Vice Chairman as the case may be. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

51. The Board shall from time to time appoint one of the Board to be Chairman one of the Board to be the Treasurer and a further Member to be Vice Chairman of the Board: Provided that if any time any member of the Board appointed to be Chairman, Treasurer (or as the case may be) Vice Chairman shall be unable or unwilling to discharge of those duties the Board may during such period as they think fit appoint such other member of the Board as they think fit to discharge the function of the Chairman, Treasurer or Vice Chairman as the case may be. The Chairman or, if he is not present within fifteen minutes after the time appointed for holding the same, the Vice Chairman, or, if neither the Chairman nor Vice Chairman is present within fifteen minutes after the time appointed, some other Member of the Board appointed for that purpose, shall be Chairman of the meetings of the Board.
52. Meetings of the Board may be held at any time with the agreement of the Members for the time being of the Board or upon the written request of the Chairman for the time being of the Board and shall be held upon any request in writing addressed to the Secretary signed by not less than five Members for the time being of the Board.
53. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Charity for the time being vested in the Charity generally.
54. The Board may delegate any of their powers to committees consisting of such Member or Members of the Board and/or such Member or Members of the Charity as the Board thinks fit.
55. All acts bona fide done by any meeting of the Board or of any committee of the Board or by any person acting as a Member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Board.
56. The Board shall keep proper records of all Resolutions (and signatures). The Board shall ensure that proper minutes are made of all appointments of officers made by the Board and of the proceedings of all meetings of the Charity and of committees of the Board, and all business transacted at such meetings. All such records (and signatures) and the minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Board Member or by



the Secretary shall be evidence of the proceedings in agreeing to the written Resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.

57. A Resolution in writing signed by all the Members for the time being of the Board or of any committee of the Board or formed by the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.
58. The Chairman and Members of a committee of the Board may be paid such reasonable and proper expenses as the Board may decide subject to the provision by the person concerned of the relevant receipts duly authorised in accordance with the procedures laid down from time to time by the Board.

#### OFFICERS

59. The Board may delegate such of its powers, functions or responsibilities to the Officers for the time being of the Board and may, in particular, delegate to such Officers such of the powers, functions and responsibilities of the Board as are necessary or expedient to enable such Officers to administer and manage the day to day affairs of the Charity pending the formal meetings of the Board under the Articles: Provided always that in exercising any such powers, functions or responsibilities:
  - (i) The Officers of the Board shall conform to all and any regulations imposed on them by the Board;
  - (ii) Any action taken by the Officers shall be reported fully and promptly to the Board;
  - (iii) No expenditure shall be incurred by the Officers except within a budget previously approved by the Board.

#### STANDING AND OTHER COMMITTEES

60. The Board may, in accordance with the Articles, appoint and constitute standing Committees for the purpose of carrying out and discharging such of the powers and functions of the Board as the Board may from time to time delegate to any such Committees. The powers or functions to be discharged by any standing Committee shall be decided by the Board which may delegate to any such Committee such of powers and functions of the Board as the Board may decide: Provided always that in exercising any such powers, functions or responsibilities
  - (i) Any Standing Committee so formed shall conform to any and all Rules and Regulations imposed on it by the Board;

- (ii) Any actions taken by any such Committee shall be reported fully and promptly to the Board; and
  - (iii) No expenditure shall be incurred by any such Standing Committee except for the purposes for which such Committee was formed or constituted and that all such expenditure shall be within a budget previously approved by the Board.
61. The Board may from time to time lay down or make, revoke or alter and amend any Rules and Regulations for the purpose of determining the composition of any Standing Committee and to set out the functions of any such Committee and to regulate their meetings and procedures.
62. The Board may form and constitute such further or other Advisory Standing Committees to advise Board on any particular matters or things which the Board may from time to time determine. The Standing Advisory Committees of the Charity shall advise the Board on such matters or issues as the Board shall have determined and for that purpose the Board may, in accordance with these Articles make and revoke or alter and amend Rules or Regulations as the Board shall determine for the purpose of regulating the composition and the meetings and procedures of any such Advisory Standing Committee. Any such Committee shall, in the exercise of any functions liaise with the Board and such Officers or employees of the Charity as are necessary to properly carry out any of the Committees functions and may liaise with any other institution or body for that, but not for any other purpose. No expenditure shall be incurred by an Advisory standing Committee except with the prior approval of the Board.
63. The Board may form or constitute such other or further committees of the Board, not being Standing Committees, as the Board may from time to time decide and may delegate to any committee so constituted or formed such of the Powers and functions of the Board as the Board shall determine.

#### THE CHIEF EXECUTIVE

64. (i) The Charity may appoint and remove from office a Chief Executive of the Charity who shall have such powers and duties as may be decided from time to time by the Charity.
- (ii) The Chief Executive shall be appointed upon such terms and conditions and remuneration as the Charity shall from time to time decide.

#### ACCOUNTS

65. (i) 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.

- (ii) The directors must keep accounting records as required by the Companies Act..

#### AUDIT OR EXAMINATION OF ACCOUNTS

66. The charity shall comply with the applicable Charities Act and Companies Act requirements as to the audit or examination of the charity's accounts.

#### ANNUAL REPORT and ANNUAL RETURN

67. The Directors must comply with the requirements of the Charities Act 2011 with regard to the:
- (a) transmission of a copy of the statements of account to the Commission;
  - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
  - (c) preparation of an Annual Return and its transmission to the commission.

#### REGISTER OF CHARITIES

68. The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

#### NOTICES

69. Notice may be served by the Charity upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of Members.
70. Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Charity an address within the United Kingdom at which notices may be served on him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Charity.

#### INDEMNITY

71. (a) Subject to the provisions of the Act, the Board Members, the Secretary and every Officer, Auditor or servant of the Charity shall be indemnified out of the funds of the Charity against any liability incurred or sustained by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity. No Board Member shall be liable for any loss to the property of the Charity arising by reason of any improper investment made in good faith (so long as he shall have sought professional

advice before making such investment), or for the negligence or fraud of any agent employed by him or by any other Board Member in good faith (provided reasonable supervision shall have been exercised), although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any Board Member or by reason of any other matter individual fraud, wrongdoing or wrongful omission on the part of the Board Member who is sought to be made liable.

- (b) The Charity may pay any premium in respect of any indemnity insurance to cover the liability of the Members of the Board (or any of them), which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, or breach of trust of which they would be guilty in relation to the Charity: Provided that any such indemnity insurance shall not extend to any claim arising from any act or omission which the Members of the Board knew was a breach of duty or breach of trust or which was committed by the Members of the Board in reckless disregard of whether it was a breach of trust or not.

## DISSOLUTION

- 72. If upon the winding or dissolution of the Charity and all its debts and liabilities have been satisfied there remains any property it shall not be paid or distributed among the Members of the Charity but shall be given or transferred to some other Charitable institution or institutions having objects similar to the Charity's objects, which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 11, chosen by the Board of the Charity at or before the time of dissolution and if and so far as effect cannot be given to this provision then to some other Charitable object.