

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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## **LGBT YOUTH SCOTLAND**

### **MEMORANDUM OF ASSOCIATION**

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<p><b>Company Number: SC244805</b> <b>Charity Number: SC024047</b></p>
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**Approved:** February 2003

**Amended:** March 2004

**LGBT Youth Scotland**  
John Cotton Centre  
10 Sunnyside  
Edinburgh EH7 5PA

Prepared for LGBT Youth Scotland by:

EDINBURGH VOLUNTARY ORGANISATIONS' COUNCIL  
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**MEMORANDUM OF ASSOCIATION**

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**Name**

- 1     *The name of the company to be formed under this Memorandum is **LGBT Youth Scotland** (and in this Memorandum it is called 'the Company').*

**Registered office**

- 2     The registered office of the Company shall be situated in Scotland.

**Area of benefit**

- 3     The area over which the Company shall operate shall be Scotland (in this Memorandum called 'the Area of Benefit').

**Objects**

- 4     The purposes for which the Company is established (in this Memorandum referred to as 'the Objects') shall be wholly charitable. The word 'charitable' wherever it appears in this Memorandum shall have the same meaning as in section 505 of the Income and Corporation Taxes Act 1988, including any statutory modification or re-enactment of that Act for the time being in force.
- 5     In particular the Objects shall be:
- 5.1   to promote the benefit, to preserve and protect the physical, mental and spiritual good health, and to advance the education of lesbian, gay, bisexual and transgender young people between the ages of 13 and 25 within the area of benefit; by working towards the elimination of discrimination against, and to promote equality of opportunity for all lesbian, gay, bisexual and transgender young people with a view to enabling them to participate fully in the social, economic and civic life of their communities.

**Activities**

- 6     Without prejudice to the generality of the Objects, the Company may undertake any of the following activities in furtherance of the Objects:

- 6.1 to provide relevant information, advice, support and education services for lesbian, gay, bisexual and transgender young people, their families, friends and peers;
- 6.2 to raise awareness and promote education among the general public about issues of health and sexuality as they affect young people;
- 6.3 to work in collaboration with other organisations and agencies to take educational initiatives to combat discrimination against lesbian, gay, bisexual and transgender young people;
- 6.4 to represent and promote the interests of lesbian, gay, bisexual and transgender young people to other bodies including policy-makers and planners of public services.

### **Powers**

- 7 In furtherance of the Objects, but not for any other purpose, the Company and its Board of Directors shall have the following powers:
  - 7.1 to raise funds and to invite and receive contributions from any person or body by way of subscription, donation or otherwise provided that the Company shall have the right to refuse any offer, gift or bequest in whole or in part if it thinks fit and provided also that the Company shall comply with all relevant statutory regulations;
  - 7.2 to charge fees for goods or services produced or supplied by the Company as necessary in order to recover its costs;
  - 7.3 to enter into contracts with other bodies and to provide or receive goods or services on such contracts;
  - 7.4 to receive by way of transfer the whole or any part of the assets and undertakings of Stonewall Youth Project (Scottish charity number SC024047) at the time or in advance of its formal dissolution and to continue to apply the said assets for the achievement of the Objects;
  - 7.5 to operate bank or building society accounts in the name of the Company and to carry out all lawful financial transactions in respect of such accounts;
  - 7.6 to borrow and raise money on loan or advance in such manner and upon such security as the Company shall think fit;
  - 7.7 to invest in the name of the Company any of its funds not immediately required for the furtherance of the Objects in such investments, or upon such securities and property as the Company may think fit and to dispose of and vary such investments and securities, provided that the Company shall obtain any consents and comply with any conditions that may be required by law;

- 7.8 to spend the funds of the Company in such manner as it thinks most beneficial for the achievement of the Objects;
- 7.9 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain, alter or improve any buildings which the Company may think fit;
- 7.10 to insure to full value against loss or damage any property owned by or in the possession or use of the Company and to pay the premiums for such insurance and any costs connected with ascertaining the value of the property from the funds of the Company;
- 7.11 to sell, let, mortgage, or otherwise dispose of all or any of the real or personal property of the Company;
- 7.12 to employ and pay such staff (who shall not be Directors of the Company) as are necessary for carrying out the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- 7.13 to employ, engage, commission, hire or retain the services of professional or technical advisors and to pay all reasonable and proper fees, charges, retainers, expenses and other costs for services rendered by them to the Company;
- 7.14 to insure and indemnify all employees and voluntary workers of the Company against loss, accident, death, personal injury, professional liability and all such other risks incurred in the performance of their duties to a value which the Company shall think fit (but which shall at least be to any minimum value required by law) and to pay the premiums for such insurance from the funds of the Company;
- 7.15 to commission, undertake or contribute to research, surveys and audits and to publish or distribute the findings of research or other information in support of the Objects provided that in doing so the Company shall not undertake unlawful political campaigning;
- 7.16 to provide, support or assist in the provision of exhibitions, meetings, conferences, seminars, lectures or other similar activities provided that in doing so the Company shall not undertake unlawful political campaigning;
- 7.17 to establish or support the establishment of any charitable trusts, associations or institutions formed for all or any of the Objects;
- 7.18 to subscribe to, become a member of, amalgamate or cooperate with other charities, voluntary bodies or other bodies not formed for the purposes of profit, and to cooperate with statutory bodies in furtherance

of the Objects or of similar charitable purposes and to exchange information and advice with them;

- 7.19 to establish or help the establishment of any trading company or subsidiary (which shall be wholly owned by the Company) and to receive funds from any such company or subsidiary by way of deed of covenant, gift aid or dividend and to invest funds of the Company in any such company or subsidiary provided that such investment shall only take the form of properly secured loans and provided also that the Company complies with any conditions or obtain any consents required by law.
- 7.20 to instigate or defend legal proceedings relating to the Company, its property, its employees and voluntary workers and its Directors, and to meet legal costs (where these are not recoverable from other parties) from the funds of the Company;
- 7.21 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation, incorporation, registration, maintenance and administration of the Company;
- 7.22 to do all other lawful things necessary for the achievement of the Objects.

#### **Income and property**

- 8 The income and property of the Company shall be used solely for the promotion of the Objects. Subject to the exceptions of clause 9 no part of the income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Company and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or benefit in money or money's worth from the Company.
- 9 Clause 8 shall not prevent the payment in good faith by the Company of:
  - 9.1 the usual professional charges for business done by any Director who is engaged in a profession, or by her or his partner or firm, when instructed by the Company to act in a professional capacity on its behalf; provided that at no time shall a majority of the Directors benefit under this provision and provided also that a Director shall withdraw from any meeting at which her or his appointment or payment, or that of her or his partner or firm, is under discussion;
  - 9.2 reasonable and proper payment for any services rendered to the Company by any member, officer or servant of the Company who is not a Director;

- 9.3 interest on money lent by any member or Director of the Company at a reasonable and proper rate per year not exceeding the published base lending rate of a clearing bank to be chosen by the Directors;
- 9.4 fees, remuneration or other benefit in money or money's worth to any other company of which a Director may also be a member holding not more than one hundredth part of the issued capital of that company;
- 9.5 reasonable and proper rent not exceeding the open market value for premises let to the Company by any member or Director;
- 9.6 reasonable payments to reimburse any Director for out-of-pocket expenses incurred by her or him in the course of carrying out her or his duty as a Director.

#### **Limited liability**

- 10 The liability of the members of the Company is limited.
- 11 Every member of the Company undertakes to contribute such amount as may be required, not exceeding £1 (one pound), to the Company's assets if it should be wound up while she or he is a member or within one year after she or he ceases to be a member, for payment of the Company's debts and liabilities contracted before she or he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories amongst themselves.

#### **Disposal of assets upon dissolution**

- 12 If the Company is wound up or dissolved and after all its debts and liabilities have been met there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charity or charities having objects similar to the Objects chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.

**We, the persons whose names and addresses are written below, wish to be formed into a Company under this Memorandum of Association.**

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Signatures, names and addresses of subscribers

.....	..... ..... .....
.....	..... ..... .....
.....	..... ..... .....
.....	..... ..... .....
.....	..... ..... .....
.....	..... ..... .....

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Dated this ..... day of ..... 2003

Witness to the above signatures: .....

Name: .....

Address: .....  
.....  
.....

Occupation: .....

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## **LGBT YOUTH SCOTLAND**

### **ARTICLES OF ASSOCIATION**

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<p><b>Company Number: SC244805</b> <b>Charity Number: SC024047</b></p>
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**Approved:** February 2003  
**Amended:** March 2004

Prepared for LGBT Youth Scotland by:

EDINBURGH VOLUNTARY ORGANISATIONS' COUNCIL  
14 ASHLEY PLACE  
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EH6 5PX





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**LGBT YOUTH SCOTLAND**  
**ARTICLES OF ASSOCIATION**

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## Interpretation

### 1 In these Articles:

**‘the Company’** means *LGBT Youth Scotland*, the company which is regulated by these Articles;

**‘the Act’** means the Companies Act 1985 including any statutory modification or re-enactment of the Act for the time being in force;

**‘the Articles’** means these Articles of Association;

**‘the Memorandum’** means the Memorandum of Association of the Company;

**‘the Objects’** means the objects of the Company as provided for in clauses 4 and 5 of the Memorandum;

**‘the Directors’** means the directors of the Company (and ‘Board of Directors’ has a corresponding meaning);

**‘the Secretary’** means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy Secretary;

**‘the Office’** means the registered office of the Company;

**‘clear days’** in relation to the period of a notice means the 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;

**‘electronic communication’** means the same as in the Electronic Communications Act 2000;

**'the United Kingdom'** means Great Britain and Northern Ireland.

- 2 Subject to Article 1, words or expressions contained in these Articles and in the Memorandum shall, unless the context requires otherwise, bear the same meaning as in the Act but excluding any statutory modification not in force when these regulations become binding upon the Company.

### **Categories of membership**

- 3 The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with these Articles shall be members of the Company.
- 4 No person or organisation shall be admitted to be a member of the Company unless her or his application for membership is approved by the Directors.
- 5 Subject to Article 8, **Full Membership** of the Company shall be open to any individual person who has attained the age of 18 (eighteen) years and who agrees to support the Objects of the Company, without discrimination between persons on any other grounds.
- 6 Subject to Articles 8 and 21, **Youth Membership** of the Company shall be open to any individual person aged under 18 (eighteen) who agrees to support the Objects of the Company, without discrimination between persons on any other grounds.
- 7 Subject to Articles 16 to 19, **Associate Membership** shall be open to any organisation which supports the Objects of the Company. For the purposes of this Article an 'organisation' shall include:
- 7.1 any company or other corporate body; and
- 7.2 the nominee of any unincorporated association, society or trust.
- 8 No employee of the Company and no person seconded to or otherwise placed with the Company as if she or he were an employee shall be eligible to be a member of the Company. A member of the Company who becomes an employee of the Company or who is seconded to or otherwise placed with the Company as if she or he were an employee shall cease to be a member of the Company with immediate effect.

### **Application for and admission to membership**

- 9 Any person or organisation wishing to become a member of the Company shall lodge with the Company a written application for membership in such form as the Directors shall from time to time decide, signed by her or him or, in the case of an organisation, by its authorised officers, and such other supporting evidence as the Directors may require.

- 10 Each application for membership and (where applicable) other supporting evidence shall be considered by the Directors at their first meeting after its receipt.
- 11 If the Directors resolve at any meeting to admit a person or organisation to membership, the Directors shall notify the person or organisation in writing accordingly within a period of 7 (seven) days after the meeting and such notification shall include:
  - 11.1 details of the membership category to which the person or organisation has been assigned; and
  - 11.2 a request for payment of any annual subscription fee applicable to the category of membership for the time being in force as provided for in Articles 38 to 42.
- 12 Any resolution by the Directors to admit a person or organisation to membership shall be deemed conditional on the payment by the person or organisation of the full amount of any annual membership subscription for the time being in force, as provided for in Articles 38 to 42.

#### **Refusal of membership**

- 13 The Directors may at their discretion refuse to admit any applicant into membership, notwithstanding that the applicant in question fulfilled the qualifications for membership, in such cases where they consider there are reasonable grounds to do so; provided that any person or organisation whose application is refused shall have the right to be heard (either in person or by her, his or its representative) by the Directors before a final decision is taken, and thereafter a right of appeal to a general meeting of the Company, subject to the limitation of Article 15.
- 14 If the Directors resolve at any meeting to refuse admission of an applicant to membership they shall notify the person or organisation in writing accordingly within a period of 7 (seven) days after the meeting and such notification shall include:
  - 14.1 the reasons why the resolution to refuse admission to membership was made; and
  - 14.2 details of the applicant's rights to be heard as provided for in Article 13 but subject to Article 15.
- 15 The Directors shall be bound to refuse to admit an applicant to membership or to any particular category of membership in cases where she, he or it does not meet the conditions of membership provided for in Articles 5 to 7, and in such cases the applicant shall have no right of appeal or right to be heard by the Directors.

### **Representatives of corporate Associate Members**

- 16 Subject to Article 17 a company or other corporate body admitted into Associate Membership under Article 7.1 may appoint any individual person it thinks fit to act as its representative at a general meeting of the Company. A person so authorised shall be entitled to exercise all the rights and privileges of Associate Membership on behalf of the company or corporate body she or he represents.
- 17 The Directors shall have the right to refuse to accept representation of a company or other corporate body admitted into Associate Membership by any person who:
- 17.1 is already entered in her or his own right as a Full or Youth Member of the Company in the Register of Members; or
  - 17.2 is already representing another company or corporate body in Associate Membership of the Company under Article 16; or
  - 17.3 is already the nominee of an unincorporated association, society or trust in Associate membership of the Company under Article 18; or
  - 17.4 has previously had her or his application as a Full or Youth Member of the Company refused by the Directors under Article 13 or has had her or his Full or Youth Membership terminated by resolution of the Company under Article 30.

### **Nominees of unincorporated Associate Members**

- 18 Subject to Article 19, in the case of an unincorporated association, society or trust granted Associate Membership under Article 7.2, the party admitted to membership shall be an individual person nominated from time to time by that organisation. A person so nominated shall be entitled to exercise all the rights and privileges of Associate Membership. An organisation may withdraw and replace its nominee at any time by written notice to the Company. A person whose nomination is withdrawn by an organisation under this Article shall automatically cease to be a member of the Company.
- 19 The Directors shall have the right to refuse to accept and to request the substitution of any person nominated by an organisation under Article 18 who:
- 19.1 is already entered in her or his own right as a Full or Youth Member of the Company in the Register of Members; or
  - 19.2 is already representing a company or corporate body in Associate Membership of the Company under Article 16; or
  - 19.3 is already the nominee of another unincorporated association or trust in Associate membership of the Company under Article 18; or

- 19.4 has previously had her or his application as a Full or Youth Member of the Company refused by the Directors under Article 13 or has had her or his Full or Youth Membership terminated by resolution of the Company under Article 30.

### **Register of members**

- 20 The Directors shall keep a Register of Members. In addition to the particulars required by section 352 of the Act, there shall be entered against each name on the register details of:
- 20.1 the membership category to which the member has been assigned; and
- 20.2 in the case of a Youth Member, her or his date of birth or the date on which she or he will attain the age of 18 (eighteen) years; and
- 20.3 in the case of an unincorporated association, society or trust admitted to Associate Membership, particulars of the person nominated to membership by it.
- 21 On attaining her or his 18<sup>th</sup> (eighteenth) birthday a Youth Member shall be re-assigned by the Directors as a Full Member of the Company without the need for her or him to re-apply to become a Full Member.
- 22 In addition to the requirements of Article 26 the Directors may at any time by notice in writing request any member to provide the Company with such evidence and particulars as are necessary and reasonable for the purpose of maintaining the Register.

### **Termination of membership**

- 23 Membership of the Company shall not be transferable and shall cease automatically upon the death of a Full or Youth Member or the dissolution of an Associate Member.
- 24 Any person or organisation wishing to withdraw from membership shall lodge with the Company a written notice of retirement in such form as the Directors shall from time to time decide, signed by her or him or, in the case of an organisation, by its authorised officers. Upon receipt of such notice by the Company she, he or it shall cease to be a member of the Company; provided that after such retirement the number of members is not fewer than 2 (two).

### **Annually renewable membership**

- 25 Whether or not any subscription for membership is in force, membership of the Company shall be subject to renewal annually on the accounting reference date of the Company.
- 26 The Directors shall give to all members not less than 10 (ten) clear days' notice of the accounting reference date. Each notice shall:

- 26.1 advise the member that her, his or its membership falls due for renewal on the accounting reference date; and
- 26.2 contain details of the member currently held on the Register of Members; and
- 26.3 where applicable, specify the amount of membership subscription due under Article 36, and
- 26.4 request from the member confirmation of her, his or its wish to renew membership, the currency of the details held on the Register of Members and, where, applicable, payment of her, his or its subscription; and
- 26.5 state the possible consequences of failure to renew membership under Article 27.

#### **Lapse of membership due to failure to renew**

- 27 Provided the requirements of Article 26 have been complied with, any membership in respect of which a renewal has not been received by the Company by the end of the 28<sup>th</sup> (twenty-eighth) day after the accounting reference date on which it fell due shall be deemed to have lapsed.
- 28 The Secretary shall, in the event of a membership lapsing under Article 27, give notice to the member concerned advising her, him or it of the fact and of the reasons.
- 29 A lapsed member in receipt of a notice under Article 28 may renew her, his or within a further 28 (twenty eight) days from the date of the notice, after the expiry of which any attempt by the lapsed member to renew her, his or its membership shall be treated by the Directors as a new application.

#### **Expulsion from membership**

- 30 The Company may, by special resolution, terminate the membership of any person or organisation in cases where:
  - 30.1 the Company believes that the actions of the member in question have brought, or risk bringing the Company into disrepute; or
  - 30.2 the Company believes that the member in question has repeatedly or purposely breached any explicit rules of the Company or other reasonable rules or standards of good order.
- 31 The Directors shall report all such actions to terminate membership to the next general meeting of the Company which shall investigate the conduct of the member in question and resolve accordingly. Any member under investigation shall have the right to address the Company in general meeting (either in

person or through her, his or its representative) before a final decision is made.

- 32 Any member wishing to propose the expulsion of another person or organisation from membership shall lodge with the Directors a written notice of her, his or its intention to do so (identifying the member concerned and stating the grounds for the proposed expulsion) not less than 2 (two) weeks before the date of the next general meeting of the Company.
- 33 The Directors shall, on receipt of a notice under Article 32, send a copy of the notice to the member concerned who shall have the right to make written representations to the Directors with regard to the notice. If the Directors receive such representations (unless they are received too late for them to do so) the Directors shall:
- 33.1 state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed; and
- 33.2 send a copy of the representations to every person or body to whom notice of the meeting was or is given.
- 34 Whether or not a copy of written representations has been given to each of the persons or organisations entitled to receive notice of the meeting under Article 51, the member in question shall have the right to be heard (either in person or by her, his or its representative) at the meeting before a final decision is taken.
- 35 Failure to follow correctly any of the provisions of Articles 30 to 34 shall render invalid any resolution for the expulsion of a person or organisation from membership; provided that any accidental omission to give notice of a meeting or to send representations to every person or body entitled to receive them shall not invalidate a resolution to expel a person or organisation from membership.
- 36 A person *or organisation* whose membership is terminated under Articles 30 to 34 shall cease to be a member with effect from the time at which the resolution to expel her, him or it was passed.
- 37 A person or organisation whose membership is terminated or who tenders resignation of the Company shall not be entitled to the refund of any part of any annual subscription paid in respect of the accounting year in which the resignation or expulsion takes effect.

### **Membership subscriptions**

- 38 The Company may, by ordinary resolution, introduce an annual subscription for membership, and determine the amount of such a subscription and vary the amount from time to time and from one membership category to another.



- 39 Subject to Article 41 the Company may authorise the Directors to adopt whatever methods they think most expedient to collect payment of any subscription charge and to apply any reduction or waiver in cases where they think fit.
- 40 Any annual subscription for the time being in force shall be due on each accounting reference date of the Company and shall (subject to Articles 37 and 43) be deemed to relate to the period from one accounting reference date to the next.
- 41 Where any annual subscription is in force, the Directors shall in the renewal notice given to all members under Article 26, specify the amount of membership subscription which will be due and shall state the possible consequence under Article 43 of failure to make payment.
- 42 In the case of a person or organisation admitted to membership of the Company on a date other than the accounting reference date of the Company, the Directors may calculate the subscription to be paid by her, him or it in the first part-year of membership on a *pro rata* basis.

#### **Lapse of membership due to failure to pay subscription**

- 43 Provided the requirements of Article 41 have been complied with, any membership in respect of which any annual membership subscription for the time being in force has not been received by the Company by the end of the 28<sup>th</sup> (twenty-eighth) day after the accounting reference date on which it fell due shall be deemed to have lapsed.
- 44 The Secretary shall, in the event of a membership lapsing under Article 43, give notice to the member concerned advising her, him or it of the fact and of the reasons.
- 45 A lapsed member in receipt of a notice under Article 44 may renew her, his or its membership by payment of the required annual subscription within a further 28 (twenty eight) days from the date of the notice, after the expiry of which any attempt by the lapsed member to renew her, his or its membership shall be treated by the Directors as a new application.

#### **Non-refundable subscription**

- 46 Any person or organisation who ceases to be a member of the Company for whatever reason shall not be entitled to any refund of any annual subscription paid by her, him or it, whatever the period between the date on which the membership subscription last fell due and the date of ceasing to be a member.

#### **General meetings**

- 47 Subject to Article 48 and to the requirements under section 366 of the Act, the Company shall hold an Annual General Meeting in each year at such time and place as the Directors shall decide, in addition to any other general meetings.

- 48 Not more than 15 (fifteen) months shall elapse between one Annual General Meeting and the next; provided that so long as the Company holds its first Annual General Meeting within 18 (eighteen) months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
- 49 All general meetings of the members of the Company other than Annual General Meetings shall be called extraordinary general meetings.
- 50 The Directors may call extraordinary general meetings and, on the requisition of the members pursuant to the provisions of section 368 of the Act, shall forthwith proceed to convene an extraordinary general meeting. If there are not within the United Kingdom sufficient Directors to call an extraordinary general meeting, any Director or any member of the Company may call an extraordinary general meeting.

#### **Notice of general meetings**

- 51 An Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 (twenty one) clear days' notice. Except where special notice is required to be given under any provision of the Act all other extraordinary general meetings shall be called by at least 14 (fourteen) clear days' notice but a general meeting may be called by shorter notice if so agreed:
- 51.1 in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
- 51.2 in the case of any other meeting by a majority in number of the members having a right to attend and vote, being a majority together holding not less than 95% (ninety five per cent) of the total voting rights at the meeting of all members.
- 52 The notice of all general meetings shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of the Annual General Meeting shall specify the meeting as such.
- 53 The notice of all general meetings shall be given to all members and Directors of the Company and to the auditors of the Company.
- 54 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person or body entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **Quorum for general meetings**

- 55 No business shall be transacted at any general meeting of the Company unless a quorum is present. 10 (ten) persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member, or one tenth of the total number of such persons for the time being (present in

person or represented by proxy), whichever is the greater, shall constitute a quorum.

- 56 In the event that the total membership of the Company becomes fewer than 10 (ten) there shall be a quorum when every member entitled to vote upon the business to be transacted is present (in person or by proxy) at a general meeting.
- 57 If the quorum required under Articles 55 or 56 is not present within half an hour from the time appointed for the commencement of the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be determined by the convener of the meeting.

### **Convener of general meetings**

- 58 Subject to Article 135, the Convener of the Directors (or in her or his absence the Vice-Convener) shall, if present, preside over general meetings. If neither the Convener or the Vice-Convener is present or willing to act within half an hour from the time appointed for the commencement of the meeting the Directors present shall appoint one of their number to preside over the meeting or, if only one Director is present and willing to act, she or he shall preside over the meeting.
- 59 If no Director willing to preside is present within half an hour from the time appointed for the commencement of the meeting, the Full Members present shall appoint one of their number to preside over the meeting.

### **Adjournment of general meetings**

- 60 The convener may, with the consent of a 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; provided that no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had an adjournment not taken place.
- 61 When a meeting is adjourned for 28 (twenty eight) days or more, at least 7 (seven) clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

### **Resolutions at general meetings**

- 62 To be passed, an **ordinary resolution** shall require a simple majority of those present and voting (either in person or by proxy) in favour of the resolution.
- 63 To be passed, a **special resolution** shall require a majority of not less than three-quarters of those present and voting (either in person or by proxy) in favour of the resolution.

- 64 To be passed, an **elective resolution** shall require a unanimous vote in favour of the resolution by those present and voting (either in person or by proxy).
- 65 A resolution put to the vote of a meeting shall be decided upon by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded by:
- 65.1 the convener of the meeting; or
- 65.2 at least 2 (two) members having the right to vote at the meeting.
- 66 Unless a poll is demanded in accordance with Article 65, a declaration by the convener 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- 67 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the convener. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made.
- 68 If a poll is demanded in accordance with Article 65 it shall be taken at once by means of a secret ballot of all the persons present and entitled to vote (whether as members or proxies for members) and shall be conducted in such a manner as the convener shall direct. The convener may appoint scrutineers (who need not be members) and may fix the time and place for declaring the results of the poll.
- 69 The result of a poll shall be deemed to be the resolution of the meeting at which the poll is demanded and taken.
- 70 If the convener directs that the result of a poll is not to be declared immediately this shall not prevent the continuance of a meeting for the transaction of any other business other than the question on which the poll was taken.
- 71 In the case of an equality of votes, whether on a show of hands or on a poll, the convener shall be entitled to a second or casting vote.

### **Written resolutions**

- 72 A resolution in writing signed by all the members entitled to attend and vote at a general meeting shall be as effectual as if it had been passed at a general meeting. Such a resolution may consist of several documents in the same form, each signed by one or more members.

## **Votes of members**

- 73 Subject to Articles 71 and 74 every Full Member and every Youth Member of the Company shall have one vote at general meetings of the Company, exercisable in person or by proxy. Associate Members of the Company shall not have a vote at general meetings.
- 74 No member of the Company shall be entitled to vote at any general meeting unless all monies then payable by her, him or it to the Company in the form of subscriptions or otherwise have been paid in full.
- 75 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 convener of the meeting whose decision shall be final and conclusive.

## **Appointment of proxy**

- 76 A Full or Youth Member shall have the right to appoint a proxy to vote on her or his behalf at any general meeting or adjourned meeting. A member may appoint as proxy either:
- 76.1 the chair of the meeting; or
- 76.2 any person aged 18 (eighteen) years or over, who need not be a member of the Company.
- 77 A Full or Youth Member wishing to appoint a proxy under Article 76 shall lodge with the convener of the meeting prior to its commencement an instrument of proxy in writing or by means of electronic communication in such form as the Directors may decide, subject to Article 78, signed by her or him.
- 78 An instrument appointing a proxy under Article 77 may, for each resolution on which a vote is to be taken at the meeting, either:
- 78.1 instruct the proxy to cast her or his vote in favour or against the resolution or to abstain from voting; or
- 78.2 indicate that the proxy may exercise her or his own judgement in deciding how to cast her or his vote.
- 79 A Full or Youth Member shall not be entitled to appoint more than 1 (one) proxy to attend and vote on her or his behalf at the same general meeting.
- 80 A proxy properly appointed to attend and vote at any general meeting in place of a Full or Youth Member shall have the same right as the member she or he is replacing to speak and vote and no proxy shall have the right to vote if she or he is replacing a member who is not eligible to vote under Article 74.

## **Board of Directors**

- 81 The business of the Company shall be managed and administered by a Board of Directors (in these Articles referred to as 'the Directors').
- 82 There shall be a maximum of 12 (twelve) and a minimum of 3 (three) Directors as follows:
- 82.1 a maximum of 9 (nine) and a minimum of 3 (three) Full Members appointed or elected at the Annual General Meeting as provided for by Articles 84 to 89 (for the purposes of these Articles referred to as the **Elected Directors**); and
- 82.2 a maximum of 3 (three) persons co-opted by the Elected Directors as provided for by Articles 93 to 96 (for the purposes of these Articles referred to as **Co-opted Directors**).
- 83 The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future Directors shall be appointed as provided for subsequently in these Articles.

## **Appointment and retirement of Elected Directors**

- 84 At the conclusion of the first Annual General Meeting all the Directors shall retire from office, and at the conclusion of every subsequent Annual General Meeting one third of the Elected Directors or, if their number is not 3 (three) or a multiple of 3 (three), the number nearest to one third shall retire from office; but if there is only 1 (one) Director who is subject to retirement by rotation, she or he shall retire.
- 85 Subject to the provisions of the Act and to Article 91, the Elected Directors to retire by rotation shall be those who have been longest in office since their last appointment, but as between persons who became Elected Directors on the same day those to retire shall be agreed among themselves, or otherwise be determined by lot.
- 86 The notice of an Annual General Meeting shall be accompanied by an invitation to all Full and Youth Members (but not Associate Members) to nominate themselves (if a Full Member) or another Full Member for appointment as an Elected Director of the Company. To be valid, such nomination shall:
- 86.1 be in writing, in such form as the Directors may from time to time decide and signed by the nominating member; and
- 86.2 in the case of a nomination made on behalf of another Full Member, include an indication of the willingness of the Full Member nominated to hold office as a Director of the Company; and

- 86.3 be received by the Secretary at least 7 (seven) days before the date of the Annual General Meeting.
- 87 At an Annual General Meeting the Company may by ordinary resolution appoint as an Elected Director any Full Member in respect of whom a written nomination has been received in compliance with Article 86, provided that:
- 87.1 no member shall be appointed if, as a result, the number of Elected Directors would exceed the maximum number of Elected Directors permitted under Article 82.1; and
- 87.2 no member shall be appointed who is disqualified from acting as a Director under the provisions of Article 97.
- 88 In the event of the number of written nominations lodged with the Company in compliance with Article 86 exceeding the number of vacancies, a secret ballot shall be held among the Full and Youth Members (but not the Associate Members) present in person or represented by proxy at the Annual General Meeting. Those nominees receiving the greatest number of votes in favour of their appointment, up to but not exceeding the maximum number of vacant places available, may by ordinary resolution be appointed as Elected Directors, provided that no person is appointed in this manner who is disqualified from acting as a Director under the provisions of Article 97.
- 89 Subject to Article 92 an Elected Director who is due for retirement shall be eligible to be re-appointed to serve as a Director for a second consecutive term provided that she or he is nominated in compliance with Article 86. An Elected Director who is due for retirement at the conclusion of a second consecutive term of office shall not be eligible for further re-appointment until the Annual General Meeting next after that at which her or his retirement takes effect.

### **Vacancies among Elected Directors**

- 90 The Directors may appoint any Full Member to fill any vacancy among the number of Elected Directors that arises between one Annual General Meeting and the next provided that no person is appointed to fill a vacancy who is disqualified from acting as a Director under the provisions of Article 97.
- 91 Any Elected Director appointed to fill a vacancy under Article 90 shall hold office only until the conclusion of the next Annual General Meeting at which time she or he shall retire and shall not form part of the body of Elected Directors subject to retirement by rotation.
- 92 An Elected Director retiring under Article 91 shall be eligible for immediate re-appointment as an Elected Director as provided for by Articles 86 to 88 and shall not be subject to the provisions of Article 89.

### **Co-opted Directors**

- 93 The Directors may at any time co-opt any person aged 18 (eighteen) years or over (who need not be a member of the Company) to be a Co-opted Director in cases where they consider the person in question has knowledge, skills or experience which would assist them in the performance of their duties, provided that no person shall be co-opted under this Article:
- 93.1 if, as a result, the number of Co-opted Directors would exceed the maximum number provided for in Article 82.2; or
  - 93.2 who is an employee of the Company or is seconded to or otherwise placed with the Company as if she or he were an employee; or
  - 93.3 who is disqualified from acting as a Director under the provisions of Article 97.
- 94 Co-opted Directors shall hold office only until the conclusion of the next Annual General Meeting at which time they shall retire and shall not form part of the body of Directors subject to retirement by rotation.
- 95 A Co-opted Director retiring under Article 94 may, at the discretion of the Directors, be co-opted to serve for a further term (subject to Article 93) without limit to the number of consecutive terms she or he may serve.
- 96 A Co-opted Director retiring under Article 94 who is a Full Member of the Company shall be eligible for immediate appointment as an Elected Director as provided for by Articles 86 to 88.

### **Disqualification of Directors**

- 97 A Director (whether Elected or Co-opted) shall cease to hold office if she or he:
- 97.1 is the subject of a disqualification order issued by any court of law under the Company Directors Disqualification Act 1986; or
  - 97.2 is disqualified from acting as a company director by virtue of any provision of the Act or from acting in the management of a charity by virtue of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 (or any statutory re-enactment or modification of this Act); or
  - 97.3 becomes an employee of the Company or is seconded to or otherwise placed with the Company as if she or her were an employee, and therefore ceases to be a member of the Company; or
  - 97.4 resigns her or his office by written notice to the Company (but only if at least 3 (three) Directors will remain in office when the notice of resignation is to take effect); or



- 97.5 becomes incapable for any reason of managing her or his own affairs and such condition is expected to persist for at least 6 (six) months; or
- 97.6 is absent without permission from 3 (three) consecutive meetings of the Directors and the remaining Directors resolve to remove her or him from office.

### **Removal of Directors**

- 98 Subject to Articles 99 to 102 (inclusive) and to the requirements under sections 303 and 304 of the Act the Company may by ordinary resolution remove a Director before the expiration of her or his period of office notwithstanding any agreement she or he may have with the Company.
- 99 A meeting at which a resolution is to be put to remove a Director or Directors made under Article 98 shall be called by special notice of at least 28 (twenty eight) days. The notice shall include details of the resolution and a copy of the notice shall be sent to the Director or Directors concerned.
- 100 A Director who is the subject of a resolution for her or his removal under Article 98 shall have the right:
- 100.1 to attend and to be heard (either in person or through her or his representative) at the meeting at which the resolution is put; and
- 100.2 to make written representations to the other Directors prior to the meeting and to request their notification to members of the Company.
- 101 The Directors shall, on receipt of written representations made under Article 100.2, unless the representations are received too late for them to do so, send a copy of the representations to every member of the Company to whom notice of the meeting was sent.
- 102 If written representations made under Article 100.2 are not sent to the members of the Company, for whatever reason, a Director making the representations may require that they shall be read out at the meeting.

### **Powers of Directors**

- 103 Subject to the provisions of the Act, the Memorandum of Association, these Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Directors.
- 104 No alteration of the Memorandum or the Articles and no direction by special resolution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.

### **Directors' remuneration and expenses**

- 105 Subject to Article 109 and to clauses 8 and 9 of the Memorandum no Director shall be entitled to any remuneration, whether in respect of her or his office as Director or as a holder of any executive office under the Company.
- 106 A Director may be paid all reasonable travelling, subsistence and other expenses incurred by her or him in connection with her or his attendance at meetings of Directors, general meetings of the Company or otherwise in connection with the discharge of her or his duties.

### **Directors' appointments to executive office**

- 107 Subject to the provisions of the Act, the Directors shall appoint from among their number a Convener, Vice-Convener and Treasurer and may appoint any other such executive officer as they consider appropriate provided that only an Elected Director shall hold the executive office of Convener.
- 108 Appointments to executive office under Article 107 shall, subject to Article 112, be made at a meeting of the Directors held as soon as reasonably practicable after the incorporation of the Company and thereafter at a meeting of the Directors held as soon as reasonably practicable after each Annual General Meeting.
- 109 Subject to Article 111 a Director shall hold an executive office until the conclusion of the Annual General Meeting which next follows her or his appointment at which time she or he shall retire.
- 110 A Director whose period of executive office expires under Article 109 may be re-appointed to such office or to any other executive office without limit to the number of consecutive terms of office she or he may hold, provided that she or he is willing to act and continues to be a Director.
- 111 The appointment of any Director to any executive office shall terminate if she or he ceases, for whatever reason, to be a Director or if she or he resigns from such executive office by written notice to the Company or if she or he is removed from such executive office for whatever reason by resolution of the Directors.
- 112 In the event that the appointment of any Director to any executive office terminates under Article 111, the Directors shall, at a meeting of Directors held as soon as reasonably practicable after such termination, appoint another Director to hold such office in her or his place, unless the executive office is such that the Directors may, at their discretion, resolve not to appoint a replacement. Any Director appointed to executive office under this Article shall hold such office until the conclusion of the next Annual General Meeting which follows her or his appointment.

## **Proceedings of the Board of Directors**

- 113 Except where specifically provided for by these Articles, the Directors may regulate their proceedings as they think fit.
- 114 Any Director may, and the Secretary if requested by a Director shall call a meeting of the Board of Directors at a reasonable time and giving a reasonable period of notice provided that there shall be not fewer than 4 (four) meetings of the Board of Directors in each calendar year. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
- 115 The Directors may decide upon a quorum for the transaction of business at their meetings, provided that they shall not fix a number which is less than one third of their number or 3 (three) Directors, whichever is the greater, at least 1 (one) of whom shall be an Elected Director.
- 116 The Directors may act notwithstanding any vacancies in their number, but if the number of Directors is less than the number fixed as a quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 117 The Convener shall chair meetings of the Board of Directors, but if the Convener is not present within 15 (fifteen) minutes after the time appointed for the commencement of the meeting, or if she or he is unwilling to act, the Vice-Convener shall chair the meeting. If the Vice-Convener is also not present within 15 (fifteen) minutes of the time appointed for the commencement of the meeting, or if she or he is also unwilling to act, the Directors present may appoint another among their number to chair the meeting.
- 118 Questions arising at a meeting of the Board of Directors shall be decided by a majority of votes. Subject to Article 120 all Directors shall have one vote, but in the case of an equality of votes the Convener or whoever is chairing the meeting shall have a casting vote.
- 119 All acts done and all decisions made by the Board of Directors, or by a sub-committee of Directors shall be valid, notwithstanding that it afterwards be discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office or were not entitled to vote.
- 120 Except as otherwise provided for in these Articles, a Director shall not vote at a meeting of the Board of Directors or at a sub-committee of Directors on any resolution concerning a matter in which she or he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless her or his interest or duty arises only because the case falls within either or both of the following:

- 120.1 the resolution relates to giving her or him a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by her or him for the benefit of the Company or any of its subsidiaries;
- 120.2 the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part (and whether alone or jointly with others) under a guarantee or by the giving of security.
- 121 For the purpose of Article 120, an interest of a person who is, for any purpose of the Act (excluding and statutory modification not in force at the date of incorporation of the Company), connected with a Director shall be treated as an interest of the Director. A connected person shall be defined as provided for by section 346 of the Act.
- 122 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of the Board of Directors, shall be as valid and effective as if it had been passed at such a meeting. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

**Board of Directors: attendance of Youth Council Members**

- 123 The Directors shall, if there are Youth Council Members wishing to attend, invite not more than 2 (two) representatives of the Youth Council to attend meetings of the Directors. Youth Council Members in attendance at meetings of the Directors shall have the right to speak and otherwise contribute to the meeting but not to vote.
- 124 The method of selecting Youth Council Member representatives under Article 123 shall be by nomination from a Youth Council as provided for by Articles 136 to 138.

**Board of Directors: attendance of others**

- 125 The Directors may invite or request the attendance at any of their meetings of any person or representative of any body for the purposes of giving advice, submitting information or evidence or otherwise assisting them in the conduct of their business. The attendance of such persons shall be in a non-voting capacity at the discretion of the Directors and may be for the whole or any part of any meeting or for more than 1 (one) meeting.
- 126 The senior employee of the Company (if any) shall be deemed to have a standing invitation to attend all meetings of the Board of Directors, but the Directors shall have the right to request her or his withdrawal from the whole or any part of a meeting when they consider there are reasonable grounds for so doing.
- 127 The Directors shall comply with their obligations under any recognition agreement with a trade union or other representative body of employees of the

Company to which they have signed with regard to the attendance of representatives from such a body or bodies at their meetings.

#### **Delegation to sub-committees or to executive officers**

- 128 Subject to Article 133 the Directors may appoint 1 (one) or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Directors.
- 129 The Directors shall determine the membership of any sub-committee provided that a sub-committee shall include at least 1 (one) Director.
- 130 The Directors may delegate to the Convener or to any other executive officer such powers and duties as they consider desirable or appropriate to be delegated to her or him provided that all actions taken by the Convener or other executive officer under this provision shall be fully and promptly reported to the Board of Directors.
- 131 Any delegation of powers by the Directors under Article 128 shall be subject to such terms of reference as the Directors may decide and the Directors shall have the power:
- 131.1 to revoke or impose limits upon any specific authority or power granted to any sub-committee under such terms; and
  - 131.2 to transfer any function or responsibility of any sub-committee to another sub-committee or to their direct control at any time; and
  - 131.3 to suspend or dissolve any sub-committee and to re-instate or re-convene any sub-committee in the same or different form and subject to the same or different terms of reference as they think fit.
- 132 Subject to any condition imposed in pursuance of Article 131, the proceedings of a sub-committee shall be governed by the Articles regulating the proceedings of meetings of the Board of Directors so far as they are capable of applying.
- 133 The following matters shall be excluded from delegation to any sub-committee or executive officer:
- 133.1 any introduction of a new policy or change in policy which is rightly the responsibility of the Board of Directors or which would conflict with the declared policy of the Directors or of the Company; and
  - 133.2 any action or decision involving expenditure that is not in accordance with the financial regulations of the Company.

### **Honorary appointments**

- 134 The Company may, by ordinary resolution in general meeting, appoint 1 (one) or more honorary Patrons, an honorary President and any number of honorary Vice-presidents, who shall be *ex officio* members of the Company. Any appointment to honorary office made under this Article may be for life or for such other period as may be specified at the time of appointment.
- 135 The Directors may, at their discretion, invite any honorary officer of the Company to preside over any general meeting of the Company. An honorary officer presiding in this manner shall have all the powers of the convener of a general meeting as provided for by Articles 58 to 71 (inclusive).

### **Youth Council**

- 136 The Directors shall take whatever measures they consider sufficient, practicable and appropriate to support a Youth Council comprising:
- 136.1 the Youth Members of the Company; and
  - 136.2 Full Members of the Company under 26 (twenty six) years of age; and
  - 136.3 other young people who are beneficiaries of the Company's services,
- for the purposes of advising the Company, the Directors or any sub-committee on matters regarding the furtherance of the Objects for the benefit of young people.
- 137 The Directors shall decide upon the proceedings of the Youth Council as they see fit.
- 138 The Directors shall invite representatives of the Youth Council to attend and speak at any of their meetings in a non-voting capacity at their discretion in accordance with Articles 123 and 124.

### **Secretary**

- 139 Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration (if not a Director) and upon such conditions as they may think fit, and any Secretary so appointed may be removed and replaced by them.
- 140 The Directors may delegate to the Secretary such powers and duties as they consider desirable or appropriate to be delegated to her or him provided that all actions taken by the Secretary under this provision shall be fully and promptly reported to the Board of Directors.

### **Minutes**

- 141 The Directors shall keep minutes in books kept for the purpose of:

141.1 all proceedings at general meetings of the Company and at meetings of the Board of Directors and at any sub-committees, including the names of the Directors and of any other members present at each meeting; and

142.2 all appointments of executive officers made by the Directors.

### **The Seal**

142 The Company Seal (if any) shall be kept in a secure place by the Directors and shall be used only with their authority.

143 The Directors may determine who shall sign any instrument to which the Company Seal is affixed and unless otherwise so determined it shall be signed by an Elected Director and by the Secretary or by a second Director.

### **Finances and accounts**

144 Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least 2 (two) signatories who have been authorised by the Directors to act in this capacity in accordance with the financial regulations of the Company.

145 The Directors shall cause accounting records to be kept in accordance with sections 221 to 223 (inclusive) of the Act.

146 The accounting records of the Company shall be kept at the registered address of the Company or, subject to section 222 of the Act, at such other place as the Company thinks fit, and shall at all times be open to inspection by the officers of the Company.

147 The Directors shall cause to be prepared and laid before the Company in general meeting such accounts, balance sheets and financial reports as are required by the Act. A copy of every balance sheet which is to be laid before the Company in general meeting, together with a copy of the auditor's report and the Company's annual report shall be sent to all members of the Company.

148 The Company shall appoint auditors and regulate the duties of such auditors in accordance with Chapter V Part XI of the Act.

### **Notices**

149 Subject to Article 151, any notice to be given to or by any person pursuant to these Articles shall be in writing. The Company may give such notice to a member or Director or other person entitled to receive such notice either

personally or by sending it by post in a pre-paid envelope addressed to the person at her or his registered address or by leaving it at that address.

- 150 Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 48 (forty eight) hours after the envelope containing it was posted.
- 151 The Company may, by agreement with any person or body entitled to receive notice of a meeting, give notice to the said person or body by means of electronic communication to such address as may for the time being be notified by that person or body to the company for that purpose.
- 152 A member or Director present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

### **Indemnity**

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

### **Rules**

- 154 Subject to Article 156 the Directors may from time to time make such rules as they may deem necessary or expedient or convenient for the proper management and conduct of the Company, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate:
- 154.1 the admission and classification of members of the Company and the rights and privileges of such members insofar as such matters are not regulated by these Articles; and
- 154.2 the conduct of members of the Company in relation to one another, and to the Company's employees and servants; and
- 154.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes; and
- 154.4 the procedure at general meetings and meetings of the Directors and committees of the Directors insofar as such procedure is not regulated by these Articles; and



154.5 generally, all such matters as are commonly the subject of company rules.

- 155 Subject to Article 156 the Company in general meeting shall have power to alter, add to or repeal the rules and the Directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules, which shall be binding on all members of the Company.
- 156 No rule may be made by the Directors or by the Company in general meeting which would be inconsistent with the Act or with the Memorandum or Articles of the Company and no resolution shall be made which would have the effect of repealing or making obsolete any provision contained within the Memorandum or Articles of the Company.

### **Amendment of Objects**

- 157 Subject to the provisions of sections 4 to 6 of the Act the Company may, by special resolution at a general meeting, amend its Objects or any other provision within the Memorandum, provided that:
- 157.1 no amendment shall be made to the Objects without the prior written consent of Inland Revenue Charities; and
- 157.2 no amendment shall be made which would have the effect of the Company ceasing to be a charity in law.
- 158 In addition to the requirements to deliver a copy of any amendment to the Memorandum to the Registrar of Companies under section 6 of the Act, the Directors shall promptly send a copy of the said amendment to Inland Revenue Charities.

### **Amendment of Articles**

- 159 Subject to the provisions of section 9 of the Act and to Article 160 the Company may, by special resolution at a general meeting, amend these Articles. Any amendment so made shall be as valid as if originally contained in the Articles and shall remain subject to further amendment in a like manner.
- 160 No amendment shall be made under Article 159 which is inconsistent with the Act or with the Memorandum and no amendment shall be made which would have the effect of the Company ceasing to be a charity in law.

### **Winding up**

- 161 The provisions of clause 12 of the Memorandum relating to the dissolution of the Company and the disposal of its assets upon such dissolution shall have the effect and be observed as if they were repeated in these Articles.

**Signatures, names and addresses of subscribers**

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Dated this ..... day of ..... 2003

Witness to the above signatures: .....

Name: .....

Address: .....  
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Occupation: .....