

Company Number: 01409066

**The Companies Acts 1985 to 2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

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# **ARTICLES OF ASSOCIATION**

**THE RIO CENTRE (DALSTON) LIMITED**

**Incorporated on 12 January 1979**

**Articles of Association adopted by a special resolution dated [ ] 2019**

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**THE COMPANIES ACTS 1985 to 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION OF**  
**THE RIO CENTRE (DALSTON) LIMITED**

**1 INTERPRETATION AND GENERAL PROVISIONS**

**1.1** In these Articles

"**the 2006 Act**" means the Companies Act 2006.

"**communication**" means the same as in the Electronic Communications Act 2000.

the "**Directors**" means the board of directors of the Company who shall be its directors for the purposes of the 2006 Act and for the purposes of applicable company law generally and shall, if and for so long as the Company is a charity, be its charity trustees for the purposes of applicable charity law. Any references to the board or to a Director shall be read and construed accordingly.

"**electronic communication**" means the same as in the Electronic Communications Act 2000.

"**executed**" includes any mode of execution.

"**office**" means the registered office of the Company.

the "**seal**" means the common seal of the Company.

"**secretary**" means any person appointed to perform the duties of the secretary of the Company.

"**Subscribers**" means the initial subscribers to the Memorandum of Association being Harriet Tod who subscribed on 30 November 1978 and Jon Webber who subscribed on 30 November 1978.

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

1.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, photography, and other modes of representing or reproducing words in a visible form.

1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the 2006 Act.

1.4 In these Articles any reference to any provision of any Act of Parliament or any other enactment shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

1.5 Words expressed in the masculine form are used in the generic and not the gender specific context.

1.6 Table C as prescribed by the Companies (Tables A to F) Regulations 1985 (S I 1985 No 805), amended by the Companies (Tables A to F) (Amendment) Regulations 1985

(S I 1985 No 1052), The Companies Act 1985 (Electronic Communications) Order 2000 (S I 2000 No 3373), the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007 No 2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007 No 2826) shall apply to the Company to the extent that they have not been excluded or modified by the provisions set out herein.

- 1.7 Any reference to a period of day's 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.

## **2 NAME**

The Company's name is "THE RIO CENTRE (DALSTON) LIMITED".

## **3 REGISTERED OFFICE**

The Company's registered office is to be situated in England and Wales.

## **4 CHARITABLE PURPOSES**

- 4.1 The Company's charitable purposes are as follows (the Company shall not alter its charitable purposes without the prior consent of the Charity Commission).

4.1.1 To promote, maintain, improve and advance education of the public in the London Borough of Hackney and East London generally, particularly by the production of educational plays and encouragement of the Arts.

4.1.2 To provide facilities in the interests of social welfare for the recreation and leisure time occupation of the residents of the area aforesaid without distinction of sex or political, religious or other opinions and with the object of improving the conditions of life for the said inhabitants.

## **5 POWERS**

- 5.1 In furtherance of the above charitable purposes but not further or otherwise the Company shall have the following powers.

5.1.1 Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the charitable purposes of the Company in such manner and on such security as the Company may think fit.

5.1.2 To lend money to and to take security for such loans from and to guarantee and become or give security (subject to compliance with applicable charity law requirements).

5.1.3 To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise and to convert any donated goods to liquid or other funds provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and provided also that the Company shall only undertake such trading activities in raising funds for the above mentioned charitable purposes as may be lawful.

- 5.1.4 To open and operate bank accounts and banking facilities of all kinds and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- 5.1.5 To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.
- 5.1.6 To invest the moneys of the Company not immediately required for the furtherance of its charitable purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- 5.1.7 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 and alter any buildings or erections which may be necessary or appropriate.
- 5.1.8 Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company.
- 5.1.9 Subject to Article 6 hereof to engage or employ and to remunerate such professional advisers, agents, contractors and staff as may be necessary or appropriate.
- 5.1.10 To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows, widowers and other dependants.
- 5.1.11 To provide indemnity insurance to cover the liability of the Directors to the extent permitted by Section 189 of the Charity Act 2011.
- 5.1.12 To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose charitable purposes are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Article 6 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body.
- 5.1.13 To establish and support or aid the establishment and support of any charitable companies, other charitable corporate bodies, charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way.
- 5.1.14 To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.

- 5.1.15 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- 5.1.16 To produce and promote educational drama and other fine arts with a view to improving public taste and appreciation of the said arts including the arts of drama, mime, dance, singing, film, poetry, and music and to formulate and prepare and establish schemes therefor.
- 5.1.17 To provide and assist in the provision of facilities for recreation or other leisure time occupations with the object of improving the conditions and the quality of life of the persons for whom such facilities are primarily intended being persons who have need of such facilities by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances provided that nevertheless such facilities shall be available to the public at large.
- 5.1.18 To procure to be written and print and publish and issue and circulate gratuitously or otherwise sell and deal in any reports or periodicals or books, pamphlets, leaflets, or other documents.
- 5.1.19 To arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, and classes.
- 5.1.20 In furtherance of the education of the public the Company may provide musicians, singers, dancers, actors, theatrical and film directors, painters, scenic and costume designers and other practitioners of the fine arts with all necessary equipment instruments and tools.
- 5.1.21 To sell, trade, distribute, supply, import and deal in video and other tapes and cassettes, video film and other grams, discs, records, pictures and any other type of visual, tele visual, audio visual, sound or other recording or reproduction (whether now known or yet to be invented) in any form, shape or composition.
- 5.1.22 To distribute and deal in films and programmes for cinema, television, video and all other audio visual media whether now known or hereafter devised and to acquire, present, produce, market and finance or otherwise arrange the distribution, exhibition and production in any manner and by any means whatsoever of films and programmes of all kinds and whether of a dramatic documentary or other nature including films and programmes with an advertising content.
- 5.1.23 To purchase rights of lease and tenancy and otherwise acquire for any consideration or otherwise and to take options over any property real or personal and rights of any kind and to develop and deal with the same in such manner as would further the objects of the Company.
- 5.1.24 To do all such other lawful things as are necessary for the attainment of the above charitable purposes of the Company or any of them.

## **6 INCOME AND PROPERTY**

- 6.1 The income and property of the Company shall be applied solely towards the promotion of its charitable purposes as set forth in these Articles and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or

otherwise howsoever by way of profit, to members of the Company, and no Director shall be appointed to any employment or any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company (save the ordinary benefits of membership of the Company if the Director is a member).

6.2 Provided that nothing herein shall prevent any payment in good faith by the Company:

6.2.1 of reasonable and proper remuneration to any person (not being a Director) for any services rendered to the Company;

6.2.2 of interest on money lent by any member of the Company or any Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Directors;

6.2.3 of reasonable and proper rent for premises demised or let by any member of the Company or any Director;

6.2.4 of fees, remuneration or other benefit in money or money's worth to any company or other corporate body of which a Director may also be a member holding not more than 1/100th part of the capital of that company or other corporate body; and

6.2.5 to any Director of reasonable out-of-pocket expenses; and

6.2.6 of any premium in respect of any such indemnity insurance as is permitted by these Articles.

6.3 Provided also that no Director may be counted in the quorum, take part in the discussion on or vote on the authorisation of any payment to that Director or a company or corporate body in which that Director holds not more than 1/100th of the capital or to any person connected with that Director, being a payment pursuant to Articles 6.2.1 to 6.2.5 (inclusive) above. For these purposes "a connected person" shall have the same meaning as in Section 118 of the Charity Act 2011.

## **7 LIMITED LIABILITY**

The liability of the members is limited.

## **8 CONTRIBUTION**

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

## **9 APPLICATION OF NET ASSETS ON DISSOLUTION**

If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having charitable

purposes similar to the charitable purposes of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Article 6 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable purpose.

## **10 MEMBERS**

- 10.1 The Subscribers and such other persons as the Directors shall admit to membership subsequent to incorporation of the Company shall be members of the Company.
- 10.2 Provided always that only persons with independent legal identity shall be admitted to membership and, in the case of individuals, only persons aged 16 years or over shall be admitted to membership. Every applicant for membership shall sign such application form and provide such other information or evidence as the Directors may require. Membership applications shall be determined within two months of the date on which they are received by the Company. The Directors shall have absolute discretion to accept or reject any application and need not give their reasons for doing so. Written notification of the decision of the Directors on an application shall be sent to the applicant as soon as practicable after that decision is taken. The Directors may delegate their powers under this Article 10.2 to the secretary or any single Director pursuant to such rules or bye laws made by the Directors pursuant to Article 31.
- 10.3 The minimum number of members of the Company shall be ten.
- 10.4 Membership of the Company shall not be transferable and shall cease on death or pursuant to such rules or bye laws made by the Directors pursuant to Article 31.
- 10.5 A member may resign his membership in writing at any time provided that after such resignation the number of members is not less than ten.
- 10.6 All admissions of persons as members of the Company and all cessations of membership (for whatever reason) shall be recorded in the Register of Members of the Company in accordance with the requirements of the 2006 Act ("**Register of Members**").
- 10.7 Where one or more persons are admitted to membership as joint members the rights and obligations associated with that membership under either these Articles, any bye laws made by the Directors pursuant to Article 31 from time to time, or the 2006 Act shall only apply to and be capable of exercise by the Member that is first named in the Register of Members ("**First Named Person**"). In particular, and without limitation:
  - 10.7.1 where the Company is required by either these Articles, any bye laws made by the Directors pursuant to Article 31 from time to time or the 2006 Act to send any formal or statutory communication to members it shall only be obliged to send the same to each First Named Person and not to the other holder of the relevant joint membership;
  - 10.7.2 in no circumstances will a membership that is held jointly entitle those persons who are holding that membership jointly to exercise more than one vote at a general meeting or on a written resolution of the members; and

- 10.7.3 where the membership of one of the persons holding a membership jointly is terminated, then that membership shall terminate in respect of both persons (unless the Directors resolve otherwise).

This Article 10.7 is without prejudice to any other rights or benefits (other than those excluded above) provided by the Company from time to time to those persons holding a membership jointly.

10.8 The membership of a member shall terminate:

- 10.8.1 on receipt of notification of the death of such member by the Company;
- 10.8.2 on receipt of a written notice of resignation from such member by the Company;
- 10.8.3 if the executive director of the Company notifies a member that their membership has been terminated (such termination is subject to final confirmation by resolution of the Directors of the Company within 30 days of the date of such notification);
- 10.8.4 if a member is in arrears of the membership fees owed by that person to the Company with effect from the date that the Directors resolve that such member's membership shall terminate; or
- 10.8.5 following a resolution passed by either: (i) two-thirds or more of a quorate meeting of the Directors; or (ii) a unanimous decision of the Executive Committee (as the same is constituted by any bye laws made by the Directors pursuant to Article 31 from time to time).

A member shall cease to be entitled to the benefits and rights of membership on the day following termination of their membership.

## 11 GENERAL MEETINGS

The Directors may, in their sole discretion, convene in any year a general meeting, designated as an "annual" general meeting, at such date, time and place as the Directors may determine, for such purposes as the rules and bye laws may specify (if any) or otherwise for such purposes as the Directors determine.

## 12 NOTICE OF GENERAL MEETINGS

- 12.1 A general meeting shall be called by 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to the members of the Company, the Directors and the auditors (if any).
- 12.2 A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article 12, be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 90 per cent of the total voting rights at that meeting of all the members.



- 12.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **13 PROCEEDINGS AT GENERAL MEETINGS**

- 13.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, five members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the Directors may determine.
- 13.2 The chairman, if any, of the Directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be chairman of the meeting. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members of the Company present shall choose one of their number to be chairman of the meeting.
- 13.3 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 13.4 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- 13.4.1 by the chairman; or
  - 13.4.2 by at least three members present in person or by proxy; or
  - 13.4.3 by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 13.5 Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 13.6 The demand for a poll may be withdrawn.
- 13.7 Except as provided in Article 13.8, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 13.8 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

## **14 VOTES OF MEMBERS**

- 14.1 Every member shall have one vote, which may be exercised in person or by proxy or, for a corporate member, by its authorised representative.
- 14.2 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in mental health, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
- 14.3 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.
- 14.4 Any member of the Company entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the meeting.
- 14.5 On a poll or on a show of hands votes may be given either personally or by proxy or, in the case of a corporate body, by its authorised representative or proxy.
- 14.6 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
- 14.7 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time 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 24 hours before the time appointed for the taking of the poll. Provided that in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
- 14.7.1 in the notice convening the meeting; or
- 14.7.2 in any instrument of proxy sent out by the Company in relation to the meeting; or
- 14.7.3 in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting, the proxy must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. Any proxy lodged in default of the provisions of this Article 14.7 shall not be treated as valid.

- 14.8 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit

**"THE RIO CENTRE (DALSTON) LIMITED**

I/We \_\_\_\_\_ of \_\_\_\_\_ in the County of \_\_\_\_\_ being a  
member/members of the above named Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
or failing him \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for  
me/us on my/our behalf at the general meeting of the Company to be held on the \_\_\_\_\_ day  
of \_\_\_\_\_ 20\_\_\_\_, and at any adjournment thereof

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ "

- 14.9 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit

**"THE RIO CENTRE (DALSTON) LIMITED**

I/We \_\_\_\_\_ of \_\_\_\_\_ in the County of \_\_\_\_\_ being a  
member/members of the above named Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
or failing him \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for  
me/us on my/our behalf at the general meeting of the Company to be held on the \_\_\_\_\_ day  
of \_\_\_\_\_ 20\_\_\_\_, and at any adjournment thereof

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ "

This form is to be used \*in favour of/against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

\*Strike out whichever is not desired "

- 14.10 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

- 14.11 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 such death, insanity or revocation as aforesaid shall have been received by the Company at the office or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received, before the commencement of the meeting or adjourned meeting at which the proxy is used.

**15 CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

Any corporation which is a member of the Company may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

**16 BOARD OF DIRECTORS**

- 16.1 The maximum number of Directors shall be eighteen. The minimum number of Directors shall be 4.
- 16.2 The Directors shall be appointed in accordance with the provisions of these Articles.
- 16.3 The Directors may appoint any individual aged 16 years or over to be a Director, either to fill a vacancy amongst the Directors or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any maximum number for the time being in force pursuant to the provisions of these Articles.
- 16.4 On or before the date of the first annual general meeting of members following the adoption of these Articles, the Directors shall be divided by the members into three classes designated Class 1, Class II and Class III. Each class of Directors shall consist, as nearly as possible, of one third of the total number of Directors constituting the entire board of directors of the Company.
- 16.5 The first term of office of a Class 1 Director (designated pursuant to Article 16.4) shall expire at the first annual general meeting of members following the adoption of these Articles, the first term of office of a Class II Director (designated pursuant to Article 16.4) shall expire at the second annual general meeting of members following the adoption of these Articles and the first term of office of a Class III Director (designated pursuant to Article 16.4) shall expire at the third annual general meeting of members following the adoption of these Articles. At each annual general meeting, successors to the class of Directors whose term expires at that annual general meeting shall be elected for a three year term. If the number of Directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of Directors in each class as nearly equal as possible, and any Director of any class elected to fill a vacancy shall hold office for a term that shall coincide with the remaining term of the other Directors of that class, but in no case shall a decrease in the number of Directors shorten the term of any Director then in office. A Director shall hold office until the annual general meeting for the year in which his term expires, subject to his office being vacated earlier pursuant to Article 22.

## **17 DIRECTORS' EXPENSES**

The Directors shall be paid all reasonable out-of-pocket expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise properly incurred in connection with the business of the Company.

## **18 BORROWING POWERS**

The Directors may in furtherance of the charitable purposes of the Company but not otherwise exercise all the powers of the Company to borrow money, and, subject always to Sections 124, 125 and 126 of the Charity Act 2011, to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any other organisation or body subject to such consents as may be required by law.

## **19 POWERS AND DUTIES OF THE DIRECTORS AND FINANCIAL CONTROLS**

- 19.1 The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the 2006 Act or by these Articles, required

to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the 2006 Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. In the exercise of the aforesaid powers and in the management of the business of the Company, the Directors shall always be mindful that they are charity trustees within the definition of Section 177 of the Charity Act 2011, as the persons having the general control and management of the administration of a charity.

- 19.2 There shall be such financial controls and procedures for the Company as may be specified by the Directors from time to time. All transactions on the bank accounts of the Company shall be authorised in such manner as the bank in question may require and the Directors may from time to time specify.

## **20 DIRECTORS' INTERESTS**

- 20.1 A Director shall declare to the board of Directors any personal interest, whether direct or indirect, in any matter to be discussed at any meeting of the Directors. A Director with an interest shall not be counted in the quorum at the meeting at which the matter is to be discussed and shall not vote in respect of any such matter and if he does so vote his vote shall not be counted.

- 20.2 If a matter or situation arises in respect of a Director which would, if not authorised by the Directors, involve that Director breaching his or her duty under Section 175 of the 2006 Act (for the purpose of this Article a “**Conflict**”) and the Conflict does not involve a direct or indirect benefit of any nature to Director and is not authorised by virtue of any other provision in these Articles, the unconflicted Directors may authorise the Conflict where the following conditions are satisfied:

- 20.2.1 the conflicted Director shall be absent from the part of any meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 20.2.2 the conflicted Director shall not be eligible to vote on any such matter and is not to be counted when considering whether a quorum is present at the meeting for the purpose of discussing and or voting on the relevant matter (only); and
- 20.2.3 the unconflicted Directors consider it is in the interests of the Company to authorise the Conflict in the circumstances applying.

When authorising any Conflict under this Article 20.2, the Directors can, subject to the provisions of the 2006 Act and the Articles, impose upon the relevant Director such terms, conditions and restrictions for the purposes of dealing with the Conflict as the Directors think fit.

## **21 PROCEEDINGS OF THE DIRECTORS**

- 21.1 The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Director may, and the secretary on the request of a Director shall, at any time summon a meeting of the Directors.

21.2 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors (but subject to the following sentence shall not be less than two), and unless so fixed shall be four. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision

21.2.1 to appoint further Directors, or

21.2.2 to call a general meeting so as to enable the members to appoint further directors.

The term of office of any Director appointed under Article 21.2 shall expire at the first general meeting of the members to take place after his or her election.

21.3 The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

21.4 The Directors may elect a chairman of their meetings and determine the period for which he is to hold office, but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

21.5 The Directors may delegate any of their powers to committees consisting of such persons as they think fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors and shall fully and promptly report all acts and proceedings to the Directors as soon as is reasonably practicable. A committee shall not have any expenditure powers unless otherwise expressly authorised by the Directors.

21.6 A committee may elect a chairman of its meetings, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

21.7 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

21.8 All acts done by any meeting of the Directors or of a committee of the Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director 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 and was qualified to be a Director.

21.9 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

## **22 DISQUALIFICATION OF DIRECTORS**

- 22.1 The office of a Director shall terminate and be vacated if:
- 22.1.1 the Director becomes bankrupt or makes any arrangement creditors generally; or
  - 22.1.2 the Director becomes prohibited from being a charity trustee by reason of Section 178 of the Charity Act 2011 or any order made under any provision of the 2006 Act or any other statute or otherwise becomes prohibited by law from being a charity trustee or a company director; or
  - 22.1.3 the Director becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
  - 22.1.4 the Director resigns his office by notice in writing to the Company; or
  - 22.1.5 any rules or bye laws made by the Directors pursuant to Article 31 provide that such person's office as a Director should cease or terminate (for any reason, including the end of that persons term); or
  - 22.1.6 the Director is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by the 2006 Act.

## **23 RECORDS**

The Directors shall cause records to be made and authenticated in accordance with the 2006 Act as in force from time to time of all appointments of officers made by the Directors, of the names of the Directors present at each meeting of the Directors and of any committee of the Directors, of all resolutions and proceedings at all general meetings of the Company, and meetings of the Directors and of committees of the Directors and of all decisions of the members and of the Directors taken other than at a meeting.

## **24 SECRETARY**

- 24.1 The secretary (if any) shall be appointed by the Directors for such term, at such remuneration and upon such conditions as the Directors may think fit, and any secretary so appointed may be removed by the Directors. Provided always that no Director may occupy the salaried position of secretary.
- 24.2 A provision of the 2006 Act or these Articles requiring or authorising a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of, the secretary.

## **25 TREASURER**

The Directors may, if they think fit, appoint a Treasurer. A person so appointed may be selected from amongst the serving Directors (but does not have to be). The duties and responsibilities of the Treasurer shall be determined by the Directors and may be varied by them from time to time. Provided always that no Director may be remunerated for holding the office of Treasurer.

## **26 COMMUNICATION BY MEANS OF A WEBSITE**

Subject to the provisions of the 2006 Act, a document or information may be sent or supplied by the Company to a person by being made available on a website.

## **27 THE SEAL**

If the Company has a seal the Directors shall provide for its safe custody and it shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by two signatories authorised by the Directors.

## **28 ACCOUNTING RECORDS, ACCOUNTS AND REPORTS, RETURNS**

- 28.1 The Directors shall cause accounting records to be kept in accordance with the provisions of the Act. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Company.
- 28.2 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection of members of the Company not being Directors, and no member (not being a Director) shall have any right of inspecting any accounting records or other records or documents of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
- 28.3 Annual accounts and reports shall be prepared, approved by the Directors, audited or independently reported on (if required by law), circulated to the members of the Company and filed at Companies House and with the Charity Commission in the form and within the time limits applicable to the Company pursuant to the 2006 Act (as modified by the Charity Act 2011 and regulations made thereunder).
- 28.4 In every year a confirmation statement shall be filed with Companies House as required by the 2006 Act and a charity annual return shall be filed with the Charity Commission as required by the Charity Act 2011 and regulations made thereunder.

## **29 AUDIT OR INDEPENDENT REPORT**

If required by the 2006 Act auditors or an independent reporting accountant shall be appointed and their duties regulated in accordance with the provisions of the 2006 Act (as modified by the Charity Act 2011 and regulations made thereunder).

## **30 NOTICES**

- 30.1 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article 30, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.



- 30.2 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the member. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
- 30.3 A member present, either in person or by proxy or, in the case of a corporate body, by authorised representative or proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 30.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

## **31 RULES OR BYE LAWS**

- 31.1 The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye laws regulate:
- 31.1.1 the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
  - 31.1.2 the conduct of members of the Company in relation to one another, and to the Company's servants;
  - 31.1.3 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;
  - 31.1.4 the procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by these presents;
  - 31.1.5 and, generally, all such matters as are commonly the subject matter of company rules.
- 31.2 The Company in general meeting shall have power to alter or repeal the rules or bye laws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such rules or bye laws, which so long as they shall be in force, shall be binding on all members of the

Company. Provided, nevertheless, that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

## **32 PROTECTION FROM LIABILITY**

32.1 For the purposes of this Article 32 a "**Liability**" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office. Subject to the provisions of the 2006 Act and without prejudice to any protection from liability which may otherwise apply:

32.1.1 the Directors shall have power to purchase and maintain for any auditor of the Company and any officer of the Company (not being a Director or auditor of the Company), insurance against any Liability;

32.1.2 the Directors shall have power to purchase and maintain for any Director such insurance against any Liability as is permitted by these Articles;

32.1.3 every Director or auditor of the Company and every officer of the Company (not being a Director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgment 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 any Liability.