

THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
CONTEMPORARY DANCE TRUST LIMITED
(Company No: 00883094)

General

1.

- (1) The company intended to be regulated by the articles of association is Contemporary Dance Trust Limited (the “Charity”).
- (2) The Charity's registered office is to be situated in England.

Interpretation

2. In these articles:

“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;

“articles” means the Charity’s articles of association;

“Charities Acts” means the provisions of the Charities Act 1993 (as amended by the Charities Act 2006) and any subsequent amendments, replacements or additions to such acts, and every other act for the time being in force concerning organisations registered in accordance with the aforementioned acts.

“clear days” in relation to the period of a notice means a 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;

“Commission” means the Charity Commission for England and Wales;

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

“document” includes unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“Governors” means the governors of the Charity who are charity trustees as defined by the Charities Acts;

“officers” includes the Governors and the secretary (if any);

“seal” means the common seal of the Charity if it has one;

“secretary” means any person appointed to perform the duties of the secretary of the Charity;

“United Kingdom” means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

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

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

Liability of members

3. The liability of the members is limited to a sum not exceeding £5, being the amount that each member undertakes to contribute to the assets of the Charity in the event of it being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
 - (1) payment of the Charity’s debts and liabilities incurred before he, she or it ceases to be a member;
 - (2) payment of the costs, charges and expenses of winding up; and
 - (3) adjustments of the rights of the contributories among themselves.

Objects

4. The Charity's objects (the “Objects”) are:
 - (1) To foster, promote and increase the interest of the public in the knowledge, understanding and practice of the art of contemporary dance and to promote and assist presentation of contemporary dance and the training of contemporary dance practitioners, to promote and establish schools or colleges of contemporary dance, and also, but without prejudice to the generality of the foregoing:
 - (a) To assist contemporary dance students in their education and training in the art of contemporary dance and in particular to establish and grant scholarships for that purpose or to make other such grants for that purpose;
 - (b) To promote the training of contemporary dance instructors and to grant financial assistance to such instructors during their training;
 - (c) To promote and assist the training and professional development of contemporary dance practitioners by granting financial assistance during such training and by providing them with professional development opportunities;
 - (d) To promote or assist in the promotion of performances of contemporary dance at universities or schools or elsewhere in Great Britain or any part of the world by making grants for such purposes;

- (e) To make grants towards the promotion and presentation of seasons of contemporary dance in Great Britain or any part of the world where the same could not be presented without financial assistance;
- (f) To assist by grants in the presentation of new works of contemporary dance which might not otherwise be performed;
- (g) To promote and finance contemporary dance companies in any part of the world; and
- (h) To work with other appropriate art forms and genres.

Powers

5.

- (1) The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:
 - (a) to raise funds (including by way of running a trading arm) provided that in doing so, the Charity must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain, alter and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with relevant sections of the Charities Acts;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with relevant sections of the Charities Acts, if it wishes to mortgage land;
 - (e) to co-operate with other charities, voluntary bodies, statutory authorities, academic institutions and other public bodies and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects and to organise, incorporate, reorganise, finance, aid and assist, financially or otherwise, companies, corporations, syndicates, partnerships, associations and firms of all kinds;
 - (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (i) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may remunerate a Governor only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;

- (j) to appoint one or more of the Governors from time to time to any office (except that of Auditor) or employment under the Charity for such period and on such terms as they think fit. The number of Governors employed by the Charity shall not be more than a minority of Governors;
 - (k) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund manager; and
 - (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee,

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - (l) to provide indemnity insurance for the Governors in accordance with and subject to the conditions in the Charities Acts; and
 - (m) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity.
- (2) The “investments” referred to in article 5(1)(k)(iii) shall be deemed to include any and every form of property, interest or rights in or upon or for which money or other property is capable of being laid out, applied or exchanged; whether or not producing income, of a wasting nature, or involving liabilities or risk; whether with or without security; and whether or not the same shall fall within the meaning ascribed to the word by law or by common usage.

Application of income and property

6.

- (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2)
 - (a) A Governor is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
 - (b) A Governor may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with and subject to the conditions in, the Charities Acts.
 - (c) A Governor may receive an indemnity from the Charity in the circumstances specified in article 55.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Governor receiving:
 - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;

- (b) reasonable and proper remuneration for any goods or services supplied to the Charity; or
 - (c) reasonable and proper rent for premises let to the Charity.
- (4) No Governor or connected person may:
- (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
 - (b) sell goods, services, or any interest in land to the Charity;
 - (c) receive any financial benefit from the Charity (other than pursuant to an arrangement existing prior to the date of adoption of these Articles);
- unless (in any such case):
- (i) the financial benefit is permitted by article 6(5) and does not exceed an amount that is reasonable in all the circumstances; or
 - (ii) the Governors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- (5)
- (a)
 - (i) A Governor, including one appointed to any office or employed by the Charity under article 5(1)(j), shall be entitled to receive reasonable and proper remuneration in return for any services actually rendered to the Charity.
 - (ii) A Governor or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
 - (iii) A Governor or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, the Charities Acts.
 - (iv) A Governor or connected person may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 1% per annum over the base rate of a clearing bank to be selected by the Governors.
 - (v) A Governor or connected person may receive rent for premises let by the Governor or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Governor concerned shall withdraw from that part of any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - (vi) The Governors may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Governors in

accordance with the terms of, and subject to the conditions in, the Charities Acts.

- (vii) A Governor or connected person may take part in the normal trading and fundraising activities of the Charity in the same terms as members of the public.
- (6) The Charity and its Governors may only rely upon the authority provided by article 6(5)(a)(iv) if each of the following conditions is satisfied:
- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
 - (i) the Charity or its Governors (as the case may be); and
 - (ii) the Governor or connected person supplying the goods (“the supplier”) under which the supplier is to supply goods in question to or on behalf of the Charity.
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other Governors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Governor or connected person. In reaching that decision the Governors must balance the advantage of contracting with a Governor or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Governors is present at the meeting.
 - (f) The reason for their decision is recorded by the Governors in the minute book.
 - (g) A majority of the Governors then in office are not in receipt of remuneration of payments authorised by article 6(4)(c) and article 6(5).
- (7)
- (a) In articles 6(2) to 6(6), “Charity” shall include any company in which the Charity:
 - (i) holds more than 50% of the shares;
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company.

- (b) In articles 6(4) to 6(6), article 6(8)(b) and article 44(2), “connected person” means:
- (i) a child, parent, grandchild, grandparent, brother or sister of the Governor;
 - (ii) the spouse or civil partner of the Governor or of any person falling within article 6(7)(b)(i) above;
 - (iii) a person carrying on business in partnership with the Governor or with any person falling within article 6(7)(b)(i) or (ii) above;
 - (iv) an institution which is controlled:
 - (I) by the Governor or any connected person falling within article 6(7)(b)(i), (ii) or (iii) above; or
 - (II) by two or more persons falling within article 6(7)(b)(iv)(I) above, when taken together;
 - (v) a body corporate in which:
 - (I) the Governor or any connected person falling within articles 6(7)(b)(i) to (iii) above has a substantial interest; or
 - (II) two or more persons falling within article 6(7)(b)(v)(I) above who, when taken together, have a substantial interest.
- (c) For the purposes of interpreting the terms used in article 6(7) the relevant provisions of the Charities Acts apply.

(8)

- (a) If a conflict of interests arises for a Governor because of a duty of loyalty, owed to another organisation or person, and the conflict is not authorised by virtue of any other provision in these articles, the unconflicted Governors may authorise such a conflict of interests where the following conditions apply:
- (i) the conflicted Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (ii) the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting; and
 - (iii) the unconflicted Governors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- (b) In article 6(8), a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which

does not involve a direct or indirect benefit of any nature to a Governor or to a connected person.

In this article a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

Members

7.

- (1) Membership is open to any individual or organisation who:
 - (a) is a Governor of the Charity;
 - (b) applies to the Charity in the form required by the Governors; and
 - (c) is approved by the Governors.
- (2)
 - (a) The Governors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
 - (b) The Governors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The Governors must consider any written representations the applicant may make about the decision. The Governors’ decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable.
- (4) The Governors must keep a register of names and addresses of the members.

Classes of membership

8.

- (1) The Governors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The Governors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
 - (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership

9. Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be fewer than two members;
- (3) any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Governors that it is in the best interests of the Charity that his, her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Governors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

General meetings

10. The Governors may call a general meeting at any time.

Notice of general meetings

11.

- (1) The minimum periods of notice required to hold a general meeting of the Charity are:
 - (a) twenty-one clear days for a general meeting called for the passing of a special resolution;
 - (b) fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 18.
- (4) The notice must be given to all the members and to the Governors and auditors.

12. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at general meetings

13.

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is 3 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting
- (3) The authorised representative of a member organisation shall be counted in the quorum.

14.

- (1) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Governors shall determine.
- (2) The Governors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting.

15.

- (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Governors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a Governor nominated by the Governors shall chair the meeting.
- (3) If there is only one Governor present and willing to act, he or she shall chair the meeting.
- (4) If no Governor is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

16.

- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than thirty days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

17.

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by at least three members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (3)
 - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4)
 - (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5)
 - (a) No poll shall be demanded on the election of a person to chair a meeting or on a question of adjournment.
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - (c) The poll must be taken within thirty days after it has been demanded.

- (d) If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - (e) If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.
- (6) In the case of equality of votes, whether on a show of hands or on a poll, the person chairing the meeting shall be entitled to a second or casting vote.

Proxies: content and delivery of proxy notices

18.

- (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Governors may determine; and
 - (d) is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- (5) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- (6) An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (7) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (8) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Written resolutions

19.

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

Votes of members

20. Subject to article 8 and article 17(6), every member, whether an individual or an organisation, shall have one vote.
21. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
22.
 - (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
 - (2) The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
 - (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

Governors

23.

- (1) A Governor must be a natural person aged 16 years or older.
- (2) No one may be appointed a Governor if he or she would be disqualified from acting under the provisions of article 35.

- (3) No one may be appointed a Governor if he or she is not a member of the Charity.
- 24. The number of Governors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 25. A Governor may not appoint an alternate governor or anyone to act on his or her behalf at meetings of the Governors.

Powers of Governors

- 26.
 - (1) The Governors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
 - (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Governors.
 - (3) Any meeting of Governors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Governors.

Retirement of Governors

- 27. A Governor shall retire on the third anniversary of her/his date of appointment. If a Governor is reappointed, the reappointment will end on the anniversary of the reappointment.

Appointment of Governors

- 28. All matters concerning the appointment of Governors shall be governed by the Charity's written policy on the subject matter, which may be revised by the Governors from time to time.
- 29. No person may be appointed a Governor unless:
 - (1) he or she is recommended for appointment by the Governors; or
 - (2) before the date of the meeting of the Governors, the Charity is given a notice that:
 - (a) proposes the appointment of a person as a Governor;
 - (b) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 30. The appointment of a Governor must not cause the number of Governors to exceed any number fixed by the written policy as the maximum number of Governors.
- 31. [INTENTIONALLY LEFT BLANK]
- 32. [INTENTIONALLY LEFT BLANK]
- 33. [INTENTIONALLY LEFT BLANK]

34 [INTENTIONALLY LEFT BLANK]

Disqualification and removal of Governors

35. A Governor shall cease to hold office if he or she:
- (1) ceases to be a Governor by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (2) is disqualified from acting as a charity trustee by virtue of the Charities Acts;
 - (3) ceases to be a member of the Charity;
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (5) resigns as a Governor by notice to the Charity (but only if at least two Governors will remain in office when the notice of resignation is to take effect); or
 - (6) is absent without the permission of the Governors from all their meetings held within a period of six consecutive months and the Governors resolve that his or her office be vacated.

Remuneration of Governors

36. The Governors must not be paid any remuneration unless it is authorised by article 6.

Proceedings of Governors

- 37.
- (1) The Governors may regulate their proceedings as they think fit, subject to the provisions of the articles.
 - (2) Any Governor may call a meeting of the Governors.
 - (3) The secretary must call a meeting of the Governors if requested to do so by a Governor.
 - (4) Questions arising at a meeting shall be decided by a majority of votes.
 - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
 - (6) A meeting may be held by suitable electronic means agreed by the Governors in which each participant may communicate with all the other participants.
- 38.
- (1) No decision may be made by a meeting of the Governors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the Governors in which each participant may communicate with all the other participants.
 - (2) The quorum shall be three, or such other number as may be decided from time to time by the Governors.

- (3) A Governor shall not be counted in the quorum present when any decision is made about a matter upon which that Governor is not entitled to vote.

39. If the number of Governors is less than the number fixed as the quorum, the continuing Governors or Governor may act only for the purpose of filling vacancies or of calling a general meeting.

40.

- (1) The Governors shall appoint or re-appoint a Governor to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Governors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Governors present may appoint one of their number to chair that meeting.
- (3) The person appointed or re-appointed to chair meetings of the Governors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Governors.
- (4) At a meeting of the Governors, the Governors may choose to appoint or re-appoint a vice-chair and/or a treasurer to the board, and may at any time revoke such appointment.
- (5) The persons appointed or re-appointed as vice-chair and/or as treasurer shall have no functions or powers except those conferred by these articles or delegated to him or her by the Governors.

41.

- (1) A resolution in writing or in electronic form agreed by a simple majority of all the Governors entitled to receive notice of a meeting of Governors or of a committee of Governors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Governors or (as the case may be) a committee of Governors duly convened and held provided that:
 - (a) a copy of the resolution is sent or submitted to all the Governors eligible to vote; and
 - (b) a simple majority of Governors has signified its agreement to the resolution.
- (2) The resolution in writing or in electronic form may comprise several documents containing the text of the resolution in like form to each of which one or more Governors has signified their agreement.

Delegation

42.

- (1) The Governors may delegate any of their powers or functions to a committee. Such a committee shall be made up of two or more Governors and may also include any officer or employee of the Charity, or any other person, but the terms of any delegation must be recorded in the minute book.

- (2) The Governors may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Governors.
- (3) The Governors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Governors.

43.

- (1) Subject to the articles, the Governors may delegate any of the powers which are conferred on them under the articles
 - (a) to such person;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;
 as they think fit.
- (2) If the Governors so specify, any such delegation may authorise further delegation of the powers of the Governors by any person to whom they are delegated.
- (3) The Governors may revoke any delegation in whole or part, or alter its terms and conditions.

Declaration of Governors' interests

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

Validity of Governor's decisions

45.

- (1) Subject to article 45(2), all acts done by a meeting of Governors, or of a committee of Governors, shall be valid notwithstanding the participation in any vote of a Governor:
 - (a) who was disqualified from holding office;

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

if without:

- (i) the vote of that Governor; and
- (ii) that Governor being counted in the quorum;

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

- (2) Article 45(1) does not permit a Governor or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Governors or of a committee of Governors if, but for article 45(1), the resolution would have been void, or if the Governor has not complied with article 44.

Seal

- 46. If the Charity has a seal it must only be used by the authority of the Governors or of a committee of Governors authorised by the Governors. The Governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Governor and by the secretary (if any) or by a second Governor.

Minutes

- 47. The Governors must keep minutes of all:
 - (1) appointments of officers made by the Governors;
 - (2) proceedings at meetings of the Charity;
 - (3) proceedings at meetings of the Governors and committees of Governors including:
 - (a) the names of the Governors and, for a committee of Governors, any other members of such committee present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

- 48.
 - (1) The Governors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
 - (2) The Governors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

49.

- (1) The Governors must comply with the requirements of the Charities Acts with regard to the:
 - (a) transmission of the statements of account to the Commission;
 - (b) preparation of an Annual Report and its transmission to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The Governors must notify the Commission promptly of any changes to the Charity's entry on the Register of Charities.

Means of communication to be used

50.

- (1) Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- (2) Subject to the articles, any notice or document to be sent or supplied to a Governor in connection with the taking of decisions by Governors may also be sent or supplied by the means by which that Governor has asked to be sent or supplied with such notices or documents for the time being.

51. Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given in electronic form.

52.

- (1) The Charity may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member;
 - (d) by giving it in electronic form to the member's address; or
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
- (2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

53. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

54.

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

55.

- (1) The Charity may indemnify a relevant Governor against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In the articles, a “relevant Governor” means any Governor or former Governor of the Charity.
- (3) The Charity may indemnify an auditor against any liability incurred by him or her or it:
 - (a) in defending proceedings (whether civil or criminal) in which judgment is given in his, her or its favour or he, she or it is acquitted; or
 - (b) in connection with an application under section 1157 of the Companies Act 2006 (power of court to grant relief in case of honest and reasonable conduct) in which relief is granted to him, her or it by the court.

Dissolution

56.

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

- (2) Subject to any such resolution of the members of the Charity, the Governors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity); and if no resolution in accordance with article 56(1) is passed by the members or if no resolution in accordance with article 56(2) is passed by the Governors, the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

Rules

57.

- (1) The Governors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's Governors, officers, employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Governors and of committees of Governors in so far as such procedure is not regulated by the Companies Acts or by the articles; and
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Governors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.

- (5) The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, these articles.

Signatures, names and addresses of subscribers

Dated:

Witness to the above signatures:

Name:

Address:

Occupation: