COMPANIES ACT 2006 (the Act)

PRIVATE COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION OF BRYSON CHARITABLE GROUP (COMPANY)

COMPANY NUMBER NI001319

SPECIAL RESOLUTION of the members of the Company

The following resolution was passed as a special resolution to take effect as a special resolution of the Company on 26 July 2010

SPECIAL RESOLUTION

IT WAS RESOLVED

That the Articles of Association contained in the printed document produced to the meeting and initialled by the Chair of the Board of Directors for the purposes of identification be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company subject to any amendments as may be agreed at the meeting which resolution is conditional upon written consents (and any amendments) as required from the Department for Social Development and HMRC and such other consents as may be required

Dated 26 July 2010

In accordance with Section 24 of the Companies Act 2006

CC03

Statement of compliance where amendment of articles restricted

Companies House

✓ **What this form is for**
You may use this form to state that the restrictions to change articles have been observed

✗ **What this form is NOT f**
You cannot use this form t
notifying a change of artic
are not restricted

1 Company details

Company number	N I 0 0 1 3 1 9
Company name in full	Bryson Charitable Group

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by

2 Statement of compliance ❶

The above company certifies that the amendment has been made in accordance with the company s articles and where relevant any applicable order of a court or other authority

❶ **Please note**
This form must accompany the document making or evidencing the amendment

3 Signature

I am signing this form on behalf of the company

Signature

Signature
X R. Ullman X

This form may be signed by
Director ❷ Secretary Person authorised ❸ Liquidator Administrator Administrative receiver Receiver Receiver manager Charity Commission receiver and manager CIC manager Judicial factor

❷ **Societas Europaea**
If the form is being filed on behalf of a Societas Europaea (SE) please delete director and insert details of which organ of the SE the person signing has membership.

❸ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006

CC03

Statement of compliance where amendment of articles restricted

Presenter information

You do not have to give any contact information but if you do it will help Companies House if there is a query on the form The contact information you give will be visible to searchers of the public record

Contact nam Jennifer Ebbage (23/229)

Company nam Cleaver Fulton Rankin

Address 50 Bedford Street

Post town Belfast

County/Region Antrim

Postcod B T 2 7 F W

Country

DX 421 NR

Telephone 028 9024 3141

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You are also sending with this form the document making or evidencing the amendment
- ☐ You have signed the form

Important information

Please note that all information on this form will appear on the public record

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way Cardiff Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House
Fourth floor Edinburgh Quay 2
139 Fountainbridge Edinburgh Scotland EH3 9FF
DX ED235 Edinburgh 1
or LP 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor The Linenhall 32 38 Linenhall Street,
Belfast, Northern Ireland BT2 8BG
DX 481 N R Belfast 1

Further information

For further information please see the guidance notes on the website at www companieshouse gov uk
or email enquiries@companieshouse gov uk

This form is available in an alternative format Please visit the forms page on the website at www companieshouse gov uk

I certify that the within print is an updated copy of the Memorandum and Articles of Association of Bryson Charitable Group as at 26 day of July 2010

Signed _____
~~Director~~/Secretary

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990
AND COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

BRYSON CHARITABLE GROUP

Cleaver Fulton Rankin
Solicitors
50 Bedford Street
Belfast
BT2 7FW

MA
24/07/2010

COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
BRYSON CHARITABLE GROUP

WE the Several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association

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Names Addresses and Descriptions of Subscribers

Alexander Macbeath M A
Professor of Logic and Metaphysics
Queen s University Belfast

Robert Corkey
5 College Park Belfast
Professor of Ethics Assembly s College Belfast

John McCaldin Loewenthal
Gentleman
Lennoxvale Belfast

Emma Sylvia Duffin
Summer Hill Stranmillis Belfast
Spinster

Arthur S Megaw
Arden Fortwilliam Drive Belfast
Solicitor

Edwin Bryson
Drummena Bladon Park Belfast
Linen Manufacturer

William Harold Brandon
7 Donegall Square West Belfast
Chartered Accountant

Dated the 20th day of December 1938

WITNESS to the above signatures

FREDERICK MCILREAVY
Secretary Belfast Council of Social Welfare
50 Dublin Road
Belfast

COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

BRYSON CHARITABLE GROUP

OF

BRYSON CHARITABLE GROUP

1 COMPANY NAME

1 1 The company s name is BRYSON CHARITABLE GROUP

2 INTERPRETATION

2 1 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 Association

AGM means an annual general meeting of the Association

these Articles means the Articles of Association

the Applicable Charities Legislation means the Charities Act (Northern Ireland) 1964 and the Charities (Northern Ireland) Order 1987 and the Charities Act (Northern Ireland) 2008 to the extent that they are for the time being in force

the Appointed Directors means the chairs or company representatives of the Subsidiaries and Associates

the Association means Bryson Charitable Group the company governed by these Articles

Associated Companies means joint ventures in which the Association participates and such other bodies as the Directors deem an associated company from time to time

Authorised Representative means an individual who is authorised by a member organisation to act on its behalf at meetings of the Association and whose name is notified to the Association in accordance with the Articles

Chair means the Chair of the Directors

Charity Legislation means the Charities (Northern Ireland) Act 1964 and the Charities (Northern Ireland) Order 1987

Charity Trustees has the meaning prescribed by s 180 Charities Act (Northern

Ireland) 2008 or the meaning of trustees prescribed under s 35 of the Charities Act (Northern Ireland) 1964 whichever is in force

clear days in relation to the period of a notice means a period excluding
1 the day when the notice is given or deemed to be given and
2 the day for which it is given or on which it is to take effect

the Commission means the Charity Commission for Northern Ireland

Companies Acts means the Companies Acts (as defined in s 2 of the Companies Act 2006) insofar as they apply to the Association

the Directors means the directors of the Association The Directors are Charity Trustees as defined by Applicable Charities Legislation

document includes unless otherwise specified any document sent or supplied in electronic form

electronic form has the meaning given in s 1168 of the Companies Act 2006

Financial Expert means a person who is reasonably believed by the Directors to be qualified to give the relevant advice and/or provide the relevant services by his ability in and practical experience of financial and other matters relating to the investment

Material Benefit means a benefit which may or may not be financial but which has monetary value

member and **membership** refer to membership of the Association

Memorandum means the Association s Memorandum of Association

month means calendar month

the Objects means the Objects of the Association as defined in Article 5 of these Articles

person connected to a Director means (a) a child parent grandchild grandparent brother or sister of a Director (b) the spouse or civil partner of a Director or anyone falling within paragraph (a) (c) a person carrying on business in partnership with a Director or with any person falling within paragraphs (a) (b) or (c) (or which is controlled by any two or more such persons when taken together) (e) a body corporate in which a Director or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons taken together have a substantial interest)

the seal means the common seal of the Association if it has one

Secretary means any person appointed to perform the duties of the Secretary of the Association

Subsidiary means a subsidiary as defined in s 1159 of the Companies Act 2008 and any other company which is a subsidiary (as so defined) of the Association from time to time

Taxable Trading means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the

Objects and the profits of which are liable to tax

the United Kingdom means Great Britain and Northern Ireland

written or **in writing** refers to a legible document which can be printed onto paper including a fax message or electronic mail

year means calendar year

2 2 Expressions defined in the Companies Acts have the same meaning in the Memorandum and these Articles

2 3 In these Articles (and in the Memorandum) unless the context required otherwise

2 3 1 words importing the singular shall include the plural and visa versa

2 3 2 references to any gender shall include all other genders

2 3 3 references to persons shall include bodies corporate unincorporated associations trusts and partnerships

2 3 4 headings shall not affect the interpretation of any Article

2 3 5 references to any statute or statutory provision include a reference to that statute or statutory provision as amended consolidated or replaced from time to time (whether before or after the date of incorporation of the Association) and include any order regulation instrument or other subordinate legislation made under the relevant statute or statutory provision

3 LIMITED LIABILITY

The liability of the members is limited Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before he ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding ten shillings

4 The Association s registered office is to be in Northern Ireland

5 OBJECTS

The Association s Objects are to promote any charitable purpose for the benefit of the public by

5 1 the provision of services to alleviate poverty and social disadvantage

5 2 the development of new services to address unmet and emerging social need

5 3 the provision of services to support families under stress as a result of poverty unemployment poor environment or other factors placing them at a significant disadvantage in society

5 4 the provision of services to support elderly people at a significant disadvantage in society through poverty ill health or other factors

5 5 to act as a resource for young people by providing advice and assistance and organising programmes of physical educational and other activities as a means of

5 5 1 advancing in life and helping young people by developing their skills capacities and capabilities to enable them to participate in society as independent mature and responsible individuals

5 5 2 advancing education

5 5 3 relieving unemployment

5 6 the provision of training and other services to strengthen the ability of unemployed people to compete in the labour market and find employment

5 7 the promotion of good community relations across religious cultural and ethnic divisions

5 8 the provision of advocacy services for people disadvantaged through age illness ethnicity mental health or other circumstance so that they are better able to identify and articulate their needs

5 9 the provision of services to support the integration of immigrants particularly those in danger of experiencing social exclusion

5 10 the provision of services to develop the capacity and skills of the members of socially and economically disadvantaged communities in such a way that they are better able to identify and help meet their needs and to participate more fully in society

5 11 the provision of recreational facilities for the public at large or those who by reason of their youth age infirmity or disablement financial hardship or social and economic circumstances have need of such facilities

5 12 the protection and preservation of the environment for the public benefit by

5 12 1 the promotion of waste reduction re use reclamation recycling use of recycled products

5 12 2 advancing the education of the public about all aspects of waste generation waste management and waste recycling

5 12 3 promoting energy conservation and sustainable energy production

5 13 the relief of financial hardship by the recycling and provision of furniture clothes and other household items

5 14 to advance the education of the public in the conservation protection and improvement of the physical and natural environment

AND without prejudice to the generality of the foregoing

5 15 such other charitable purposes for the benefit of the public as the Directors may from time to time decide

6 POWERS

6 1 The Association has the following powers which may be exercised only in promoting the Objects

6 1 1 to promote or carry out research

6 1 2 to provide advice and other charitable services

6 1 3 to organise (or to make grants or loans towards the costs of other organising) meetings lectures conferences broadcasts or courses of instruction

6 1 4 to publish or distribute information in any format

6 1 5 to co operate with other bodies

6 1 6 to enter into any funding or other arrangement with any government or any other authority (supreme municipal local or otherwise) and to obtain from such government or authority any rights concessions privileges licences and/or permits

6 1 7 to establish participate in and/or support (financially or otherwise) groups forums associations federations or organisations with purposes which are within the Objects

6 1 8 to set up make grants to support or administer other charities and undertake and execute charitable trusts

6 1 9 to raise funds (but not by means of Taxable Trading)

6 1 10 to accept any gift of money property or other assets whether subject to any special trusts or not

6 1 11 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Applicable Charities Legislation (if any))

6 1 12 to acquire or hire property rights or privileges of any kind and to construct restore improve maintain and alter such property

6 1 13 to let or dispose of or turn to account property of any kind (but only in accordance with the restrictions imposed by the Applicable Charities Legislation (if any))

6 1 14 to make planning applications applications for consent under bye laws or building regulations or other similar applications

6 1 15 to pay any rent and other outgoings and expenses and execute and do all such other instruments acts and things as may be requisite in connection with the use maintenance upkeep expansion alteration or improvement of such property

6 1 16 to purchase lease or hire and operate and maintain any equipment necessary or convenient for the administration of the Association

6 1 17 to make grants or loans of money and to give guarantees

6 1 18 to set aside funds for special purposes or as reserves against future

expenditure

6 1 19 to draw make accept endorse discount negotiate execute and issue promissory notes bills cheques and other instruments and to operate bank accounts

6 1 20 to deposit or invest funds in any manner (but to invest only after obtaining advice from a Financial Expert unless the Directors reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so and having regard to the suitability of investments and the need for diversification)

6 1 21 to delegate the management of investments to a Financial Expert but only on terms that

6 1 21 1 require the Financial Expert to comply with the investment policy (and any revision of that policy) set down in writing for the Financial Expert by the Directors

6 1 21 2 require the Financial Expert to report transactions to the Directors at such interval as the Directors consider appropriate

6 1 21 3 require the Financial Expert to review the performance of the investments with the Directors regularly

6 1 21 4 entitle the Directors to cancel the delegation arrangements at any time

6 1 21 5 require the investment policy and the delegation arrangement to be reviewed with the Directors at least one a year

6 1 21 6 require all payments to the Financial Expert to be on a scale or at a level which is agreed in advance and to be notified promptly to the Directors on receipt

6 1 21 7 prohibit the Financial Expert from doing anything outside the powers of the Directors

6 1 22 to arrange for investments or other property of the Association to be held in the name of a nominee (being a corporate body controlled by the Directors or by the Financial Expert acting under the instructions of the Directors) and to pay any reasonable fee required

6 1 23 to insure the property of the Association against any foreseeable risk and take out other insurance policies to protect the Association when required

6 1 24 to purchase insurance designed to indemnify the Directors against any personal liability in respect of any negligence default breach of trust or breach of duty committed by them in their capacity as Charity Trustees provided that the terms of such insurance exclude the provision of indemnity for liability incurred

6 1 24 1 to pay a fine imposed in criminal proceedings

6 1 24 2 to pay a sum payable to a regulatory authority by way of a penalty in respect of non compliance with any requirement of a

regulatory nature (however arising)

6 1 24 3 by a Director in defending criminal proceedings in which he is convicted of an offence arising out of any fraud or dishonesty or wilful or reckless misconduct by him or

6 1 24 4 by a Director to the Association that arises out of any conduct which he knew (or must reasonably be assumed to have known) was not in the interests of the Association or in the case of which he did not care whether it was in the interests of the Association or not

6 1 25 subject to clause 7 1 1 to employ paid or unpaid agents staff or advisers

6 1 26 to provide and contribute to superannuation or pension funds for the employees and workers of the Association or any of them or otherwise to make provision for such employees and workers their widows and children

6 1 27 to enter into contracts to provide services to or on behalf of other bodies

6 1 28 to arrange for the amalgamation with takeover of the Association by or the acquisition of any organisation (or part thereof) the purposes of which is in the opinion of the Directors are similar to the purposes of the Association either alone or as amalgamated

6 1 29 to enter into and carry into effect agreements or arrangements with associations institutions companies or individuals which are reasonably necessary for the attainment or furtherance of the Association s Objects of any of them

6 1 30 to establish participate in and support (financially or otherwise) groups associations federations or organisations with purposes which are within the Objects

6 1 31 to establish or acquire subsidiary companies to assist or act as agents for the Association

6 1 32 to pay the reasonable and proper costs of forming and administering the Association and

6 1 33 to do anything else within the law which the Directors believe will promote or help to promote the Objects

PROVIDED THAT

(i) In the case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with or invest the same in such manner as allowed by law having regard to such trusts

(ii) The Association shall not support with its funds any object or endeavour to impose or procure to be observed by its members or others any regulation restriction or condition which if any object of the Association would make it a Trade Union

(iii) And throughout this Article the word body' includes any association institution or aggregate of persons whether incorporated or unincorporated

7 Benefits to the Association s Members and Directors

7 1 The property and funds of the Association must be used only for promoting the Objects and do not belong to the members of the Association but

7 1 1 members and Directors may enter into contracts with the Association and receive reasonable payment for goods or services supplied

7 1 2 members may be paid interest at a reasonable rate on money lent to the Association

7 1 3 members may be paid a reasonable rent or hiring fee for property let or hired to the Association

7 1 4 individual members and Directors who are beneficiaries may receive charitable benefits in that capacity

7 2 A Director must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Association except

7 2 1 as mentioned in Articles 6 1 24 (Director insurance) and 7 1 4 (as a beneficiary)

7 2 2 reimbursement of reasonable out of pocket expenses (including hotel and travel costs) in accordance with the expenses policy of the Association actually incurred in running the Association

7 2 3 an indemnity in respect of any liabilities properly incurred in running the Association or otherwise to the extent permitted by the Companies Acts

7 2 4 payment to any Association in which a Director has not more than a 1% shareholding

7 2 5 in exceptional cases other payments or benefits (but only with the prior written approval of the Commission where it is empowered to do so)

7 3 Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors or a committee the Director concerned must

7 3 1 declare the nature and extent of an interest before discussion begins on the matter

7 3 2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information

7 3 3 not be counted in the quorum for that part of the meeting

7 3 4 withdraw during the vote and have no vote on the matter

7 4 If a conflict of interests arises for a Director because of a duty or loyalty owed to another organisation or person and the conflict is not allowed by virtue of any other provision in these Articles the unconflicted Directors may allow such a conflict of interests to be tolerated provided that

7 4 1 the procedure in Article 7 3 is followed and

7 4 2 the unconflicted Directors consider it is in the best interests of the Association to tolerate the conflict in the circumstances applying

7 5 This Article may not be amended without the prior written consent of the Commission (where the Commission is empowered to do so)

8 MEMBERSHIP

8 1 The number of members with which the Association proposes to be registered is unlimited

8 2 The Association must maintain a Register of Members and the members of the Association shall be those listed in the Register of Members

8 3 There shall be the following classes of membership

8 3 1 Full Members

Those persons who are holding the position of Director at the date of adoption of these Articles and any Directors of the Association from time to time including Appointed Directors and shall be entitled to be present at meetings of the Association and shall be entitled to vote

8 3 2 Ordinary Members

Any person (other than a person who is currently a Director) who is a member of the Association in whatever category immediately before the date of adoption of these Articles and such persons as the Directors consider to be appropriate and who subscribe to the Objects of the Association and are admitted to membership by the Directors in accordance with these Articles as ordinary members shall be ordinary members of the Association An ordinary member shall be entitled to be present at general meetings of the Association and to receive the annual reports and the annual accounts and shall be entitled to vote only on the following matters

1 a special resolution to amend these new Articles of Association
2 an ordinary resolution under the Companies Act for the removal of a Director

The Directors may extend the matters on which ordinary members can vote if they believe it is in the interest of the Association to do so

Ordinary members shall not be included in the number of members required to constitute a quorum at a general meeting

8 3 3 Honorary Members

Those persons who are honorary members of the Association at the date of adoption of these new Articles of Association and such persons as have given to the Association particular service and having indicated in writing their willingness to become honorary members and having been proposed by the Directors are elected at the AGM in any year to be honorary members shall be honorary members of the Association for life and shall be entitled to be present and to speak at general meetings of the Association but shall not be entitled to vote unless they are both an ordinary member and an honorary member

8 3 4 Life Members

Those persons who are life members of the Association at the date of adoption of these new Articles of Association shall remain as members of the Association for life and shall be entitled to be present and to speak at general meetings of the Association but shall be entitled to vote No new Life Members will be created after the date of adoption of these new Articles of Association For the avoidance of doubt a person may be a life member and an honorary member

8 4 It shall not however be obligatory for the Directors to fix an annual subscription but if so fixed it shall be a qualification for membership that such annual subscription shall be fully paid up

8 5 All members of the Association admitted after the date of adoption of these Articles shall apply to the Association in the form required by the Directors and shall sign the Register of Members or consent in writing to become a member

8 6 After the date of adoption of these Articles no person shall be admitted as a member of the Association unless he or she or it is approved by the Directors

8 7 The Directors may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions

8 8 Membership is terminated if the member concerned

8 8 1 gives written notice of resignation to the Association

8 8 2 dies or ceases to be a body corporate or unincorporated body or is adjudicated bankrupt or goes into liquidation or is dissolved or

8 8 3 is removed from membership by resolution of the Directors on the ground that in their reasonable opinion the member s continued membership is harmful to the Association or is inconsistent with the Objects of the Association (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)

8 8 4 is a Director of the Association and ceases to be a Director of the Association unless that member is a sole member in which case he or she may be a sole member without being a Director for so long as he or she is a sole member or unless that person becomes an ordinary member of the Association

8 9 Membership of the Association is not transferable

8 10 Members are members of the Association in their own right whether or not they may be members of other companies bodies or societies with objects similar to those of the Association or whether they may be members of Subsidiaries or Associates or any other company or body or society

8 11 Any member which is a company an association or body shall by resolution of its governing body appoint a deputy who shall during the continuance of his/her appointment be entitled to exercise in any general meeting all such rights and powers as the company association or body would exercise if it were an individual person

9 ANNUAL GENERAL MEETINGS

9 1 The Association must hold an AGM in every year which all members are entitled to attend

9 2 At an AGM the members

9 2 1 receive the accounts of the Association for the previous financial year

9 2 2 receive the Directors report on the Association's activities since the previous AGM

9 2 3 appoint auditors for the Association

9 2 4 may confer on any individual (with his or her consent) the honorary title of Patron of the Association

9 2 5 may confer honorary membership of the Association on any person proposed by the Directors in accordance with Article 8 3 3 and

9 2 6 discuss and determine any issues of policy or deal with any special or any other business put before them

10 GENERAL MEETINGS

10 1 Subject to Article 11 the Directors may call a general meeting at any time Members are entitled to attend general meetings

10 2 A general meeting may be called on a written request to the Directors from members entitled to exercise at least 10% of the voting rights of members or if more than twelve months have passed since the Association last held a general meeting from members entitled to exercise at least 5% of the voting rights of members

10 3 On receipt of a written request made pursuant to Article 10 2 the Directors must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the meeting

11 NOTICE OF GENERAL MEETINGS

11 1 The minimum period of notice required to hold a general meeting of the Association is fourteen clear days

11 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

11 3 The notice of a general meeting must specify the date time and place of the meeting and the general nature of the business to be transacted If the meeting is to be an AGM the notice must say so 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

11 4 The notice of a general meeting must be given to all the members and to the Directors and auditors

11 5 The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the general meeting did not receive it because of an accidental omission by the Association

12 VOTES OF MEMBERS

12 1 Subject to Article 8 every member entitled to vote and present in person has one vote on each resolution or issue No member may exercise their vote at any general meeting unless all moneys then payable by that member to the Association have been paid

12 2 If at any general meeting any votes are counted which ought not to have been counted or might have been rejected the error shall not invalidate the results of the voting unless it is pointed out at the same meeting and not in that case unless in the opinion of the person chairing the meeting it is of sufficient magnitude to invalidate the result of the voting

12 3 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

12 4 In the case of an equality of votes whether on a show of hands or on a poll the person chairing the meeting is entitled to a casting vote in addition to any other vote he or she may have

13 PROCEEDINGS AT GENERAL MEETINGS

13 1 No business shall be transacted at any general meeting unless a quorum is present

13 2 There is a quorum at a general meeting if the number of members personally present and entitled to vote is at least five full members entitled to be present and to vote If the purpose of the meeting is to appoint one or more Directors pursuant to their powers to do so under the Companies Act then the quorum for the transaction of business at that meeting shall be shall be one or more members for that sole purpose

13 3 The Authorised Representative of a member organisation shall be counted in the quorum

13 4 If

13 4 1 a quorum is not present within half an hour from the time appointed for the meeting or

13 4 2 during a meeting a quorum ceases to be present

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

13 5 The Directors must reconvene the meeting and must give at least seven days notice of the reconvened meeting stating the date time and place of the meeting

13 6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the meeting shall be dissolved

13 7 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors

13 8 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting

13 9 If there is only one Director present and willing to act he or she shall chair the meeting

13 10 If no Director 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

13 11 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned

13 12 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

13 13 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

13 14 If a meeting is adjourned by a resolution of the members for more than seven days at least seven clear days notice shall be given of the reconvened meeting stating the date time and place of the meeting

13 15 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

13 15 1 by the person chairing the meeting or

13 15 2 by at least two members present in person or by proxy and having the right to vote at the meeting or

13 15 3 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

13 16 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded

13 17 The result of the vote must be recorded in the minutes of the Association but the number or proportion of votes cast need not be recorded

13 18 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

13 19 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

13 20 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

13 21 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

13 22 A poll is demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately

13 23 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

13 24 The poll must be taken within thirty days after it has been demanded

13 25 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

13 26 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

14 CONTENT OF PROXY NOTICES

14 1 Proxies may only validly be appointed by a notice in writing (a proxy notice) which

14 1 1 states the name and address of the member appointing the proxy

14 1 2 identifies the person appointed to be that member s proxy and the general meeting in relation to which that person is appointed

14 1 3 is signed by or on behalf of the member appointing the proxy or is authenticated in such manner as the Directors may determine and

14 1 4 is delivered to the Association in accordance with the Articles and any instruction contained in the notice of the general meeting to which they relate

14 2 The Association may require proxy notices to be delivered in a particular form and may specify different forms for different purposes

14 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

14 4 Unless a proxy notice indicates otherwise it must be treated as

14 4 1 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

14 4 2 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

15 DELIVERY OF PROXY NOTICES

15 1 A person who is entitled to attend speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it even though a valid proxy notice has been delivered to the Association by or on behalf of that person

15 2 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given

15 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

15 4 If a proxy notice is not executed by the person appointing the proxy it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor s behalf

16 WRITTEN RESOLUTIONS

16 1 A written resolution passed in accordance with the Companies Acts is as valid as a resolution actually passed at a general meeting

16 2 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

16 2 1 a copy of the proposed resolution has been sent to every eligible member

16 2 2 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

16 2 3 it has been received at the registered office within a period of 28 days beginning with the circulation date

16 3 A resolution in writing may comprise several copies to which one or more members have signified their agreement

16 4 In the case of a member that is an organisation its Authorised Representative may signify its agreement

17 THE DIRECTORS

17 1 The Directors have control of the Association and its property and funds

17 2 The Directors when complete consist of at least five Directors comprising the Chair the Treasurer the Appointed Directors and such other individuals as are appointed under Article 17 4 (excluding any co optees) provided that the number of such other individuals shall not exceed the number of Directors made up of the Chair Treasurer and the Appointed Directors at any time All Directors must be members (except where that person is a sole member in which case he or she may be a sole member without being a Director for so long as he or she is a sole member)

17 3 The Directors holding office immediately before the adoption of these Articles shall continue to hold office under the terms of their appointment or re appointment under the Articles of Association in force immediately before the adoption of these Articles

17 4 The Directors may appoint any person to be a Director at any meeting of the Directors and every Director must sign a declaration of willingness to act as a Director of the Association before he or she is eligible to vote at any meeting of the Directors All Directors (including for the avoidance of doubt the Appointed Directors) shall be required to comply with the Association s governance handbook or equivalent

17 5 Each of the Subsidiaries may appoint its Chair and each of the Associates may appoint its Chair or a company representative to be an Appointed Director and may remove any person so appointed Such appointment and removal shall be effected by notice in writing to the Secretary and shall be subject to Article 17 9 A Subsidiary may appoint an alternate to attend any meeting of the Directors instead of the Chair An alternate shall not be required to be a member of the Association An alternate Director shall cease to be an alternate if his/her appointor ceases to be a Director Any appointment or removal of an alternate Director shall be by notice to the Association signed by the Chair of the Subsidiary or the company secretary of the Subsidiary making or revoking the appointment An alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his/her own acts and defaults and he/she

shall not be deemed to be the agent of the Director appointing him/her An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his/her appointor is a member to attend and vote at any such meeting at which the Director appointing him or her is not personally present and generally to perform all the functions of his/her appointor as a Director in his/her absence

17 6 Each Director (except for the Appointed Directors) shall retire from office on the fourth anniversary of the date of his or her appointment (or re appointment as appropriate) as a Director provided that no Director may serve more than 8 consecutive years in office so that he or she must retire from office on the anniversary of the eighth year of the date of his or her appointment as a Director Upon such retirement a Director may not be re appointed until a period of one year has elapsed except if the Directors determine that it is in the interests of the Association to allow such person to stand for re election for a further term If a Director is Chair of the Board of Directors at any time up to and including the eighth anniversary of his or her first appointment as a Director then that Director shall not be required to retire but may remain in office until the twelfth anniversary of his or her first appointment as a Director If a retirement has the effect that a quorate meeting of Directors cannot be convened then that Director shall not be deemed to have retired for the purposes of appointing new Directors or facilitating the election of new Directors (including maintaining status as a member) until such time as sufficient Directors have been appointed or re elected No Director shall be eligible for re election unless he or she shall have been offered the opportunity to stand for re election by the Board of Directors and has signed a declaration of willingness to continue to act as a Director of the Association before he or she is eligible to vote at any meeting of the Directors following his or her re election

17 7 When any Director retires at a meeting of Directors that retirement shall not have effect until the end of the relevant meeting of Directors so that the relevant retiring Director may vote on the election or re election of other Directors or prospective Directors that takes place at the meeting of Directors providing that

17 7 1 no Director may vote on his or her own election or re election and

17 7 2 each Director should absent himself or herself from the meeting while his or her election or re election is being discussed and/or voted on

17 8 Each newly elected prospective Director or re elected Director at a meeting of Directors shall be so elected or re elected as appropriate with effect from the end of that meeting at which they were so elected or re elected as appropriate

17 9 A Director s term of office automatically terminates

17 9 1 if he or she ceases to be a Director by virtue of any provision of the Companies Acts or he or she is disqualified under Charity Legislation from acting as a Charity Trustee or he or she is otherwise prohibited by law from acting as a director or trustee or if he or she is incapable whether mentally or physically of managing his or her own affairs

17 9 2 if he or she is absent from four consecutive meetings of the Directors without permission of the Directors and the Directors resolve that such person s office be terminated

17 9 3 if he or she ceases to be a member of the Association (but such a person may be reinstated by resolution passed by all the other Directors on resuming membership of the Association)

17 9 4 if he or she resigns or retires from office by written notice to the Directors (but only if at least five Directors will remain in office when the notice is to take effect)

17 9 5 in the case of an Appointed Director in accordance with the provisions of Article 17 5 and in the case of a Director other than an Appointed Director in accordance with the provisions of Article 17 6

17 9 6 if he or she is removed by resolution of the Directors on the grounds that in their reasonable opinion the Director s continued directorship is harmful to the Association or inconsistent with the Objects of the Association passed by a three quarters majority of all the Directors (but only if at least five Directors will remain in office when the resolution is to take effect) but only after notifying the Director in writing and considering the matter in light of any written representations which the Director concerned puts forward within 14 clear days after receiving notice and after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views

17 10 The Directors may at any time co opt up to four persons duly qualified to be appointed as Directors to fill a vacancy in their number or as additional Directors but a co opted Director shall not be included in the calculation of the maximum number of Directors and holds office only for a period of one year from the date of appointment and shall attend meetings of the Directors but not have a right to vote at Director s meetings nor be required to be a member of the Association A co opted Director shall be eligible to be co opted again but shall not serve more than three consecutive terms

17 11 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

17 12 The Chair of the Directors and the Treasurer shall be appointed by the Directors at any meeting of the Directors to serve for a term of up to four years and shall be eligible to be re appointed once but shall not serve for more than two terms in succession except if the Directors determine that it is in the interests of the Association to allow such person to be appointed for a further term The Chair and the Treasurer shall not be required to retire by rotation pursuant to Article 17 6 but shall retire from office as Chair or Treasurer at the meeting of Directors immediately following the fourth anniversary of his/her appointment as Chair (or re appointment as appropriate) The Chair may be removed from office at any time by the Directors at any meeting of Directors

17 13 The Association may by ordinary resolution of which special notice has been given in accordance with Article 387 of the Companies Act 2006 remove any Director before the expiry of his or her period of office notwithstanding anything in these Articles or in any agreement between the Association and the Director

17 14 Each Director waives any right he or she has for compensation for loss of office as a Director as a result of his or her removal as a Director for any reason including without limiting the general sense of these Articles because he or she has ceased to be a member

18 PROCEEDINGS OF THE DIRECTORS

18 1 The Directors must hold at least four meetings each year and shall cause minutes to be kept of proceedings of all meetings held and appointments made Any such minutes if signed by the Chair of that meeting or by the Chair of the next succeeding meeting shall

be sufficient evidence without any further proof of the facts stated in those minutes The Directors may regulate their proceedings as they think fit A Director may and the Secretary at the request of a Director and with the agreement of the Chair or the Treasurer must call a meeting of the Directors Not less than 48 hours notice of Directors meetings must be given to all Directors

18 2 A quorum at a meeting of the Directors is five Directors (excluding co optees) The Directors may act notwithstanding any vacancies in their number but if their number is reduced below the number fixed as the quorum for Directors the continuing Directors or Directors may act only as Director or Directors to admit persons to membership of the Association fill vacancies in the Directors or to summon a general meeting

18 3 A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants

18 4 The Chair or (if the Chair is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting

18 5 Unless otherwise specified in the Articles every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by three quarters of the Directors is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature) provided all Directors entitled to vote have been notified of the business a resolution agreed by all the Directors by telephonic communication telex facsimile transceiver telegraph computer or by any other electronic or like means will be valid if it is signed by the Chair and is expressed to be passed pursuant to this provision and shall be deemed to have taken place at the place where the Chair is located

18 6 Every Director has one vote on each issue In the case of an equality of votes the Chair of the meeting shall have a second or casting vote

18 7 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting of Directors or a committee

18 8 If any Director has any interest or conflict of interest in any deliberations or proceedings of the Directors he or she must declare that interest at the commencement of those deliberations or proceedings and must if so requested by any other Director then present remove him self or herself from those deliberations or proceedings (including the passing of any relevant resolutions) until they are concluded

18 9 Without prejudice to the generality of Article 18 8 a Director may not vote in respect of any contract in which he or she is interested or any matter relating to such a contract and if he or she does so vote his or her vote shall not be counted

19 POWERS OF THE DIRECTORS

The Directors have the following powers in the administration of the Association

19 1 to appoint (and remove) any person (who may be a Director) to act as Secretary to the Association in accordance with the Companies Acts on such terms as the Directors shall think fit

19 2 to appoint a Chair who need not be from amongst their number but who shall on accepting the appointment become a member of the Association and shall also become

a Director

19 3 to appoint a Treasurer and other honorary officers from among their number

19 4 to delegate any of their functions to committees consisting of two or more individuals appointed by them which shall act in accordance with agreed terms of reference and all proceedings of committees must be reported promptly to the Directors At least one member of every committee must be a Director who shall also act as Chair and shall have a casting vote in the case of an equality of votes

19 5 to make Standing Orders consistent with the Memorandum these Articles and the Companies Acts to govern proceedings at general meetings

19 6 to make Rules consistent with the Memorandum these Articles and the Companies Acts to govern proceedings at their meetings and at meetings of committees

19 7 to make Regulations consistent with the Memorandum these Articles and the Companies Acts to govern the administration of the Association and the use of its seal

19 8 to establish procedures to assist the resolution of disputes within the Association

19 9 to exercise any powers of the Association which are not reserved to a general meeting

20 MINUTES

20 1 The Directors must keep minutes of all

20 1 1 appointments of officers made by the Directors

20 1 2 proceedings at meetings of the Association and

20 1 3 meetings of the Directors and committees of Directors including

20 1 3 1 the names of the Directors present at the meeting
20 1 3 2 the decisions made at the meetings and
20 1 3 3 where appropriate the reasons for the decisions

21 ACCOUNTS

21 1 The Directors must prepare for each financial year accounts as required by the Companies Acts and Applicable Charities Legislation 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

21 2 The Directors must keep accounting records as required by the Companies Acts and Applicable Charities Legislation

22 ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

22 1 The Directors must comply with the requirements of the Applicable Charity Legislation with regards to the

22 1 1 transmission of the statements of account to the Association

22 1 2 preparation of an Annual Report and its transmission to the Commission

and

22 1 3 preparation of an Annual Return and its transmission to the Commission

22 2 The Directors must notify the Commission promptly of any changes to the Association s entry on the Central Register of Charities

23 SEAL

The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two Directors

24 MEANS OF COMMUNICATION TO BE USED

24 1 Subject to the Articles anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Companies Acts provides for documents or information which are authorised or required by any provision of the Companies Acts to be sent or supplied by or to the Association

24 2 Subject to the Articles any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being

24 3 Any notice to be given to or by any person pursuant to the Articles

24 3 1 must be in writing or

24 3 2 must be given in electronic form

24 4 The Association may give any notice to a member either

24 4 1 personally or

24 4 2 by sending it by post in a prepaid envelope addressed to the member at his or her address or

24 4 3 by leaving it at the address of the member or

24 4 4 by giving it in electronic form to the member s address

24 5 A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom [or the Republic of Ireland] shall not be entitled to receive any notice from the Association

24 6 A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called

24 7 Proof that an envelope containing a notice was properly addressed prepaid and posted shall be conclusive evidence that the notice was given

24 8 Proof that an electronic form of notice was given shall be conclusive where the Association can demonstrate that it was properly addressed and sent in accordance with s 1147 of the Companies Act 2006

24 9 In accordance with s 1147 of the Companies Act 2006 notice shall be deemed to be given

24 9 1 48 hours after the envelope containing it was posted or

24 9 2 in the case of an electronic form of communication 48 hours after it was sent

25 INDEMNITY

25 1 The Association shall indemnify every Director against any liability incurred in successfully defending legal proceedings in that capacity or in connection with any application in which relief is granted by the Court from liability for negligence default or breach of duty or breach of trust in relation to the Association

25 2 In this article a relevant Director' means any Director or former Director of the Association

25 3 The Association may indemnify an auditor against any liability incurred by him or her or it

25 3 1 in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted or

25 3 2 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 if granted to him or her or it by the Court

26 DISSOLUTION

26 1 The members of the Association may at any time before and in expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid or provision has been made for them shall on or before the dissolution of the Association be applied or transferred in any of the following ways

26 1 1 directly for the Objects or

26 1 2 to any charity or charities for purposes similar to the Objects or

26 1 3 to any charity or charities for use for particular purposes that fall within the Objects

26 2 Subject to any such resolution of the members of the Association the Directors of the Association may at any time before and in expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid or provision made for them shall on or before dissolution of the Association be applied or transferred

26 2 1 directly for the Objects or

26 2 2 to any charity or charities for purposes similar to the Objects or

26 2 3 to any charity or charities for use for particular purposes that fall within the Objects

26 3 In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association and if no resolution in accordance with Article 26 1 or 26 2 is passed by the members or the Directors the net assets of the Association shall be applied for charitable purposes as directed by the Court or the Commission

26/07/2010