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BUCHAN DIAL-A-COMMUNITY BUS

ANNUAL GENERAL MEETING

MINUTE OF ANNUAL GENERAL MEETING held on Monday 26 May 2008 in the Dial-A-Community Bus Office, Maud.

Present – Norma Thomson, Director
Elizabeth Pine, Treasurer
Dorothy Chapman, Fund Raising Committee
Beryl Bowser, Fund Raising Committee
Brian Chapman, Committee Member
Gordon Reid, Committee Member
Alan Brown, Director
Viv Bowser, Director
Lynne Gordon, Committee Member
Jill Delday, Junior Committee Member
Maureen Stephen, Company Secretary
Rachel Milne, General Manager
Chris White, Buchan Area Manager, Aberdeenshire Council

Apologies - None

Rachel Milne opened the Annual General Meeting by welcoming everyone and inviting Chris White to take the Chair

Minute of AGM Meeting held on 4 July 2007 - This Minute was proposed for adoption by Norma Thomson, seconded by Alan Brown

There was no business arising from this Minute.

Chris thanked all the office bearers and committee members for the work they had done on behalf of Dial a Community Bus and asked Viv to present his Chairman's report.

Chairman's Report – Viv Bowser presented a full report to follow –

Chris thanked Viv for his report and asked Elizabeth to present the Treasurer's report

Treasurers Report – A copy of the Financial Statement had been circulated along with the invitation to the AGM. This statement was unanimously accepted by the Committee. The report was for the accounting year 2006-07 since they were not reported on at the last AGM and the accounts for the financial year just completed are currently with the Accountant. Anyone wishing up to date information was invited to contact the DACB office and make an appointment with the accounts department. It was noted that the total income for 2006-07 was £194,004, an



increase of £3599 on the previous year The total expenditure was £173,782 , an increase of £1,765 This means there is a net surplus of £20,222, again an increase of £1834 on the previous year The largest outlay was wages at £98,728 with the next largest being motor costs at £29,324

Chris thanked Elizabeth for her work as Treasurer and for her detailed report.

Election of Committee- Chris read the list of nominees for the Management Committee and these were unanimously accepted

Appointment of Office Bearers - The Office Bearers will be appointed at the meeting of the Management Committee to be held later in the evening.

Auditors - The Committee unanimously agreed to appoint Messrs Shearer, Bruce and Paterson as auditors for the year 2007/2008

Memorandum & Articles; SPECIAL RESOLUTION: Amendments to these documents had previously been agreed by the Management Committee and the Committee was now requested to formally adopt the amended Memorandum and Articles. The resolution was passed and the documents were unanimously adopted. They will take effect from 1st July 2008.

Chris closed the Annual General Meeting by reiterating his continue support for the Company

Alan proposed a Vote of Thanks to Chris and Viv closed the meeting

Signed: Alan Brian CHAPPERSON

Date: 27 June 2008

Companies Acts 1985 & 1989

COMPANY LIMITED BY GUARANTEE

Memorandum of Association of

Buchan Dial-A-Community Bus

1. The name of the Company is "Buchan Dial-A-Community Bus".
2. The registered office of the Company will be situated in Scotland.
3. The objects of the Company shall be to provide relief to the inhabitants of Aberdeenshire and its environs who have need because of age, mental or physical disability, or poverty, and in furtherance thereof but not otherwise:-
 - a) To provide and maintain non-profit community transport services; and
 - b) To assist the charitable work of organisations and bodies engaged in promoting the relief of such persons through the provision of appropriate services

PROVIDED THAT:

This clause 3 shall be interpreted as if it incorporated an overriding qualification to the effect that in any case in which an activity permitted under this clause is in its nature capable of being carried on for purposes which are not charitable or are only partly so, as well as for purposes which are charitable (the expression "charitable purpose", wherever it appears in this Memorandum and Articles of Association, shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts including any statutory amendment or re-enactment for the time being in

force, the powers of the Company under this clause shall be deemed to be limited to the carrying out of such activity in such a manner as will not prejudice the charitable status of the Company under the statutory provisions referred to above.

4. In furtherance of the above but not otherwise, the Company shall have the following powers:
 - a) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects;
 - b) To open and operate bank accounts and other facilities for banking in the name of the Company;

- c) To construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects;
- d) To communicate by hardcopy or electronically and to publish books, pamphlets, reports, leaflets, journals, films and instructional matter;
- e) To run lectures, seminars, conferences and courses, particularly in driving standards and passenger safety;
- f) To receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Company's objects or any of them and to hold funds in trust for same;
- g) Subject to such consents as may be required by law, if any, to borrow or raise money for the Company on such terms and on such security as may be thought fit;
- h) To establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations and to subscribe, guarantee or loan money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects;
- i) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may be necessary to its objects;
- j) To invest the monies of the Company not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject also as hereinafter provided;
- k) To sell, improve, develop, exchange, let or otherwise and in any manner deal with or dispose of all or any property and assets for the time being of the Company subject to such consents as may be required by law and subject also to the provisions of this Memorandum of Association;
- l) Subject to clause 6 below to employ such staff, who shall not be directors or trustees of the charity (hereinafter referred to Directors or members of the Management Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- m) To engage or appoint to the management committee, consultants, advisors and other professionals as appropriate
- n) To raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations.

- o) To provide indemnity insurance to cover the liability of the Directors and members of the Management Committee, (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of Trust or breach of duty of which they may be guilty in relation to the Company; (ii) to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986: Provided that any such insurance in the case of (i) above shall not extend to any claim arising from any act or omission which the Directors or members of the Management Committee knew to be a breach of trust or breach of duty or which was committed by the Directors or members of the Management Committee in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Directors or Management Committee, (ii) shall not extend to any liability to make such a contribution, where the basis of the Director's or Management Committee member's liability in her/his knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.
- p) To obtain, acquire and purchase all necessary permits, licences or trade marks and other intellectual property rights required for the purpose of enabling the Company to carry on its objects upon such terms and conditions as it may think fit.
- q) To register, establish and or hold any copyrights, trade marks or other intellectual property rights the Company thinks necessary to carry on its objects.
- r) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

5. In carrying out its objects, the Company shall seek to ensure equality of opportunity for all sections of the community in its own affairs and in society generally.

6. The income and property of the Company shall be applied solely towards the promotion of its objects, and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise whatsoever by way of profit, to the members of the Company and no Director or member of the Management Committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company, PROVIDED THAT nothing shall prevent any payment in good faith by the Company:

- a) Of the usual professional charges for business done by any Director or Management Committee member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a Director or Management Committee member shall withdraw from any meeting at which her or his appointment, or that of his or her partner, is under discussion.
- b) Of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a Director or a member of the Management Committee;
- c) Of interest on money lent by any member of the Company (or a Director or Management Committee member) at a rate per annum not exceeding 2 per cent less than the base lending rate of a clearing bank to be selected by the Directors or Management Committee;
- d) Of reasonable and proper rent for premises demised or let by any member of the Company or a Director or member of its Management Committee.
- e) The payment of any premium as permitted by clause 4 (o);
- f) To any Director or member of the Management Committee in respect of reasonable out-of pocket expenses.

7. The liability of the members is limited.

8. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time he/she or it is a member, or within one year afterwards, for the payments of the debts and liabilities of the Company contracted before the time at which s/he or it ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves such amount as may be required **not exceeding one pound.**

9. If upon the winding up of dissolution of the Company there remains after the satisfaction of its debts and liabilities any property whatsoever, such property shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, such institution or institutions to be determined by the members of the Company at or before the time of dissolution; and in the event that it should prove impossible to comply with this provision, then such property shall be given for some other charitable object within the Company's area of benefit.
10. No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall cause the Company to cease to be a charity in law.

The Companies Acts 1985 & 1989

COMPANY LIMITED BY GUARANTEE

Articles of Association of

Buchan Dial-a-Community-Bus

Interpretations

- 1 In these Articles
"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any amendments from time to time in force
"Secretary" means any person appointed to perform the duties of the Secretary of the Company
"The Management Committee" means all those persons appointed to perform the day to day management of the Company
"The Directors" means all those appointed to ratify the decisions of the Management Committee and those responsible for the legal obligations of the Company
"In Writing" shall, unless the contrary intention appears, be construed as including references to printing, photocopying and other modes of representing or reproducing words in a visible form
- 2 Words importing the singular number shall include the plural and vice versa unless a contrary intention appears Words importing persons shall include bodies corporate and associations if not inconsistent with the context Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act
- 3 Any statutory instruments or regulations from time to time in force shall be deemed to apply to this Company, whether or not these Articles have been amended to comply with such instrument or regulation

Members

- 4 The first members of the Company shall be the subscribers to the Memorandum of Association
- 5 The Directors and Management Committee at their discretion may admit to Membership, individuals, corporate bodies, associations, statutory bodies and others which support the objects of the Company and which have paid or agreed to pay the annual subscription to the Company, if any

- 6 A corporate body or association which is a member shall appoint a deputy who shall during the continuance of her/his appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the member organisation would exercise if it were an individual person. The Company shall require such notification of an organisation's appointed deputy as the Directors and Management Committee may from time to time decide.

Register of Members

- 7 The Company shall keep a Register of Members in which shall be recorded the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member. A member shall notify the Secretary in writing within seven days of a change to their name or address. Every member shall be entitled to receive a copy of the Memorandum & Articles of the Company at no charge.

Cessation of Membership

- 8 The rights and privileges of a member shall not be transferable nor transmissible and all such rights and privileges shall cease upon the member ceasing to be such.
- 9 A member shall cease to be a member immediately that s/he or it.
- (a) ceases to fulfil any of the qualifications for membership as specified by Article 4 or by the Directors and Management Committee from time to time, or
 - (b) resigns in writing to the Secretary, or
 - (c) fails to pay the annual subscription (if any) within three months of its becoming due, or
 - (d) is expelled by a Special Resolution carried at a General Meeting in accordance with Article 14(a), or
 - (e) dies, if an individual person, or
 - (f) is wound up or goes into liquidation, if a corporate body or association

General Meetings

- 10 The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting need not be held in the year of incorporation or in the following year provided that it shall be held within eighteen months of incorporation.
- The business of an Annual General Meeting shall comprise
- (a) the consideration of the Report and Accounts presented by the Directors and Management Committee,
 - (b) the election of the Directors and Management Committee,
 - (c) the appointment and the fixing of the remuneration of the Auditor or the Auditors, if any,
 - (d) the application of any surplus,
 - (e) the fixing of annual subscriptions, if any,
 - (f) such other business as may have been specified in the notices calling the meeting
- 11 All General Meetings other than the Annual General Meeting shall be called an Extraordinary General Meeting.
- 12 The Directors and Management Committee may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten percent of the members of the Company, as provided by section 368 of the Act
13. Decisions at General Meetings shall be made by passing resolutions:
- (a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company, and decisions to expel members of the Company, and other decisions so required from time to time by statute shall be made by Special Resolution. A Special Resolution is defined as one passed by a majority of not less than three-fourths of members of the Company present and voting at a General Meeting.
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of those present and voting

Communication

- 14 The Company will communicate using both hard and electronic copy
- 15 Hard copy documents or information sent to the company or by the company will continue to be sent by post or by hand to the relevant addresses
- 16 Electronic form documents or information will be sent to or by the company by prior agreement that generally all documents/information will be sent electronically or by specific agreement in relation to a particular document/information
- 17 The Company will provide information to members on a website having informed them previously of this intention The Company will inform members when new information has been added to the website
- 18 Any member wishing to receive an electronic copy will provide an appropriate e-mail address

Notices

- 19 An Annual General Meeting and an Extraordinary General Meeting called to consider a Special Resolution or a resolution to remove a Director or member of the Management Committee under section 303 of the Act or to remove the Auditor shall be called by at least twenty one clear days notice
- 20 Notice of every Annual General Meeting shall be given in writing to every Member of the Company and to the Auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office
- 21 Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting In the case of a General Meeting which is to consider a Special Resolution, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified
 - a) Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted

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

Proceedings at General Meetings

- 23 Except as provided in Article 20, every member shall have one vote
- 24 Votes may only be cast personally by individual members or by the duly appointed deputies or organisations which are members, proxy voting is not permitted
- 25 No person other than a member duly registered or the deputy of an organisation which is a duly registered member, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of her/his/its membership, shall be entitled to vote on any question at any General Meeting
- 26 No person shall debate or vote on any matter in which s/he has a personal financial or material interest, either directly or indirectly, without the permission of a majority of members present
- 27 No business shall be transacted at a General Meeting unless a quorum of members is present One tenth of the membership or five members, whichever is the greater, shall be a quorum
- 28 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved In any other case it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Directors and Management Committee may decide and all members shall be informed of the date and time of the adjourned meeting The members present at a meeting so adjourned shall constitute a quorum
- 29 At any General Meeting where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner

- 30 The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 31 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members present.
- 32 Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions.
- 33 If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each member shall have only one vote and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- 34 The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.
- 35 In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson shall not have a second or casting vote and the resolution shall be deemed to be lost.
- 36 Subject to the provisions of the following Article, a resolution in writing signed by all the members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form each signed by one or more members.

- 37 A copy of any resolution passed under the preceding Article shall be sent to the Company's Auditors if any who may require that the matter be brought to a General Meeting duly convened, in which case the resolution shall not have effect but shall be brought to such a General Meeting. If the Auditors do not make such a request then the resolution shall have effect seven days after copy of it was received by the Auditors or immediately if the Auditors inform the Company that they do not require the matter to be brought to a General Meeting
38. The Company may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights

Directors Appointment, Retiral, Re-appointment

- 39 Any member who wishes to be considered for appointment as a director at an annual general meeting shall lodge with the company a written notice of their willingness to be appointed (In such form as the directors require), signed by the member, at least seven working days prior to commencement of the annual general meeting
- 40 At an annual general meeting the company may by ordinary resolution appoint as a director any member in respect of whom a written notice of willingness to accept such an appointment has been received in compliance with the preceding article
- 41 The directors may at any time appoint any member (providing s/he is willing to act), to be a director either to fill a vacancy or as an additional director
- 42 At the first annual general meeting all the directors shall retire from office
- 43 At each annual general meeting (other than the first)
- (a) all directors who have been appointed by the directors since the date of the last annual general meeting shall retire from office and
 - (b) out of the remaining directors, one third (to the nearest round number) shall retire from office
- 44 The directors to retire under paragraph (b) of article 43 shall be those who have been longest in office since they were last appointed or re appointed, the question of who is to retire as between directors appointed or re appointed on the same date shall be determined by lot

- 45 The company may at any annual general meeting by ordinary resolution re-appoint any director who retires from office at the meeting under articles 42 or 43 (providing s/he is willing to act), if any such director is not re-appointed, s/he shall retain office until the meeting appoints someone in her or his place or, If it does not do so, until the end of the meeting

Management Committee

46. The Company shall have a Management Committee comprising not less than seven and not more than twelve persons The first Management Committee of the Company shall be appointed by the subscribers to the Memorandum of Association
- 47 Management Committee members shall be elected individually at the Annual General Meeting Any member who wishes to be considered for election as a Management Committee member at an annual general meeting shall lodge with the company a written notice of their willingness to be elected (In such form as the directors require), at least seven working days prior to the meeting, signed by the member, to commencement of the annual general meeting Only individual members of the Company or persons nominated by organisations which are members may stand for election to the Management Committee. The Management Committee may in addition co-opt no more than two other persons, whether or not members of the Company, to serve as full voting members of the Management Committee
- 48 A member of the Management Committee shall, subject to Article 41 below, hold office until the next Annual General Meeting following her/his election, or co-option On expiration of the period of office for which s/he was appointed, a member of the Management Committee shall be eligible for re-election or further co-option
- 49 The Directors and Management Committee may co-opt any member of the Company to fill a vacancy on the Management Committee, whether by virtue of a place becoming vacant or a place not being filled at the Annual General Meeting Persons co-opted under this article shall serve until the following Annual General Meeting
- 50 A Director or member of the Management Committee shall declare an interest in and shall not debate or vote in respect of any contract in which s/he has a direct or indirect personal financial or material interest, whether directly or indirectly

- 51 Under no circumstances shall any employee of the Company or any person aged less than sixteen years or any person disqualified by law from serving as a director of a company or as a trustee of a charity be a member of the Management Committee.
- 52 Any Director or member of the Management Committee may act in a professional capacity for the Company and s/he or his/her firm shall be entitled to remuneration for professional services rendered, provided that nothing shall authorise a Director or member of the Management Committee or his/her firm to act as Auditor to the Company
- 53 The office of Director or member of the Management Committee shall be immediately vacated if s/he
- a) resigns her/his office in writing to the Company, or
 - b) ceases to be a member in accordance with Article 8 or is the nominee of an organisation which ceases to be a member; or in the opinion of Directors or the Management Committee, fails to declare her/his interest in any contract as referred to in Article 38, or
 - c) is absent from three successive meetings of the Directors or Management Committee during a continuous period of twelve months without special leave of absence from the Directors or Management Committee and they pass a resolution that s/he has by reason of such absence vacated office, or
 - d) becomes bankrupt or of unsound mind, or
 - e) is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act, or
 - f) ceases to hold office by reason of any disqualification order made against her/him

Powers and Duties of the Directors and Management Committee

- 54 The business of the Company shall be managed by the Directors who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General meeting
- 55 Members of the Board of Directors shall elect from amongst their own number, a chairperson and a vice chairperson, and other offices deemed necessary by the Board, and may at any time remove or replace such persons. These persons will hold the same offices on the Management Committee

- 56 Officers shall serve for one year, after which they shall be eligible for re appointment provided that no person serves for more than three consecutive years in the same officer post
- 57 No regulation made by the Company in General Meeting shall invalidate any *prior act of the Directors* which would have been valid had that regulation not been made
- 58 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Directors shall from time to time to decide
- 59 Without prejudice to its general powers, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party
- 60 The Directors shall cause accurate records to be made, for that purpose of,
(a) the name and date of appointment of all persons appointed to office,
(b) the names of the members of the Management Committee, officers, Members and other persons present at all Annual General Meeting, Extraordinary General Meeting, General Management Committee and Sub-Committee meetings of the Company,
(c) minutes of all proceedings and resolution at all General, Management Committee and Sub-Committee meetings of the Company,

All such records and minutes shall be open to inspection given reasonable notice by any member of the Company and by any person authorised by the Company in General Meeting

- 61 The Directors may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Company as they think fit, any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any terms of reference imposed on it by the Directors or Management Committee All acts and proceedings of such committees shall be fully and promptly reported to the Directors and the Management Committee
- 62 The day to day management of the Company shall be the responsibility of the Management Committee

Proceedings of the Management Committee

- 63 Members of the Management Committee shall elect from amongst their own number a maximum of 8 Directors and may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall not have a second or casting vote but the Management Committee may refer the matter to a Extraordinary General Meeting of the Company.
64. Chair, Vice-Chair or the Secretary on the requisition of two or more members of the Management Committee shall summon a meeting of the Management Committee by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Management Committee to any of its members for the time being absent from the United Kingdom.
- 65 The quorum necessary for the transaction of the business of the Management Committee shall be five members of the Management Committee.
- 66 The Management Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is less than the minimum prescribed in these Articles, the Management Committee may act for the purposes of increasing the number of members of the Management Committee to that number, or of summoning an Extraordinary General Meeting of the Company, but for no other purpose.
- 67 At any meeting of the Management Committee where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- 68 All acts done by any meeting of the Management Committee or by any person acting as a member of the Management Committee shall, even if it be afterwards discovered that there was some defect in the appointment of any member of the Management Committee or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

- 69 A resolution in writing, signed by all the members of the Management Committee who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Management Committee, and may consist several documents in the same form each signed by one or more members of the Management Committee
- 70 The Management Committee may at its discretion invite other persons to attend its meetings, with or without speaking right, and without voting rights

Secretary

- 71 The Directors and Management Committee shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them. No remuneration may be paid to a Secretary who is also a member of the Management Committee

Executing Documents

- 72 Documents such as contracts will be executed by either the signature of two Directors or one Director and the Secretary

Accounts

73. The Directors shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to
- a) all sums of money received and expended by the Company and the
 - b) Matters in which the receipt and expenditure takes place,
 - c) all sales and purchases of goods by the Company,
 - d) the assets and liabilities of the Company

Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

- 74 The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection, given reasonable notice, of all members and officers of the Company
- 75 The Directors shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Company in Annual General Meeting such income and expenditure accounts, balance sheets and any reports referred to in those sections

- 76 A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in Annual General Meeting, together with a copy of the Auditor's report (if any) and Director's report shall not be less than twenty one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be made available to every member of and every holder of debentures of the Company, *provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures* The Auditor's report shall be open to inspection and shall be read before the meeting

Audit

- 77 Unless the Company is eligible for and has decided to implement the small company audit exemptions, once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors
- 78 Auditors or Independent Examiners shall be appointed (as necessary) and their duties regulated in accordance with the Act

Social Audit

- 79 A social audit of the Company's activities may, by resolution of the Company in a General Meeting, be undertaken annually in addition to the financial audit required by law The role of such a social audit would be to attempt to identify the social costs and benefits of the Company's work, and to enable an assessment to be made of the Company's overall performance in relation to its object more easily than may be made from financial accounts alone
80. Such a social audit may be drawn up by an independent assessor appointed by the Company at a General Meeting, or by the Directors who may submit their report for verification or comments to an independent assessor A social audit may include an assessment of the internal management of the Company, democracy and decision making, education and training opportunities, or other matters concerning the overall well being of its members and workers, and an assessment of the Company's activities externally, including its effects on people engaged in similar activities, on users of the services and facilities provided and on persons residing in areas where the Company is located.

Not for Profit Status

- 81 Clause 6 of the Memorandum of Association relating to the not for profit nature of the Company shall have effect as if its provisions were repeated in these Articles

Indemnity

- 82 Subject to the provisions of section 310 of the Act, in the execution of the objects of the Company, no Director, member of the Management Committee or the Secretary, auditor or other officer of the Company shall be liable for any loss to the property of the Company arising by reason of any improper investment made in good faith (so long as s/he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary by reason of any mistake or omission made in good faith by any of the above persons or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the person(s) in question

Dissolution

- 83 Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles