



NOTICE OF WRITTEN RESOLUTIONS OF THE MEMBERS
OF
ACTION ON DISABILITY AND DEVELOPMENT
(The Company)

On 11/11/10, the following resolutions were duly passed as special resolutions in accordance with the requirements of Chapter 2 of Part 13 of the Companies Act 2006 by the requisite majority of the members of the Company

Resolution 1

THAT the Company's Memorandum of Association be altered by the deletion of all the provisions therein which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, and

Resolution 2

THAT the attached Articles of Association be and are hereby adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association


R. DICKENSON

Director/ Secretary



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A23 26/11/2010 254
COMPANIES HOUSE



Vallis House, 57 Vallis Road, Frome BA11 3EG
Tel 01373 473064 add@add.org.uk www.add.org.uk

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THE COMPANIES ACTS 1985 and 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

Of

ACTION ON DISABILITY AND DEVELOPMENT

PRELIMINARY

Model Articles

- 1 The Model Articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) (the "Model Articles ") shall apply to the Company, except in so far as they are modified or excluded by, or are inconsistent with these articles in which case the provisions in these articles shall prevail

Interpretation

- 2 In these Articles, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof -

<u>Words</u>	<u>Meanings</u>
the Company	Action on Disability and Development
the Statutes	The Companies Acts, as defined in Section 2 of the Companies Act 2006, in so far as they apply to the Company
these Articles	These Articles of Association as originally framed or as from time to time altered by Special Resolution
the Board	The Board of Trustees for the time being of the Company.
the Trustees	Equivalent to the Directors in the Statutes
the Office	The registered office of the Company
the Seal	The Common Seal of the Company

These Articles of Association were adopted by Special Resolution dated 11 November 2010

The United Kingdom	Great Britain and Northern Ireland, the Channel Islands and the Isle of Man
Month	Calendar Month
Secretary	Any person appointed to perform the duties of the Secretary of the Company
Persons	Shall include any body of persons, corporate or non-corporate
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

In these Articles the masculine gender shall be deemed to include the feminine and vice versa and the singular to include the plural and vice versa.

MEMBERSHIP

- 3 The number of Members with which the Company proposes to be registered is 50, but the Trustees may from time to time register an increase in Members. All Members shall sign a written consent to become a Member or sign the Register of Members on becoming a Member. In the case of an unincorporated association or body which wishes to become a Member the name of the Association shall be entered in the Register of Members together with the name of its representative appointed in accordance with Article 38. In the event that the Member revokes such authorisation it shall advise the Secretary in writing by Notice sent to the Office and the Secretary shall insert the name of the new representative in the Register of Members, in place of the person whom he replaces.
- 4 The first Members of the Company shall be the subscribers to the Memorandum.
- 5 The Board shall admit to membership such persons as it shall think fit and the Board may from time to time by resolution prescribe (and vary) criteria for membership. The Board need not give reasons for declining to accept any person as a Member.
- 6 The Board may also admit to honorary membership such persons and subject to such rights and obligations as it shall resolve upon from time to time. Such honorary members shall not be Members for the purposes of these Articles or the Statutes. The Board may not bestow upon any honorary member the right of voting on any matter.
- 7 The Board may in its discretion levy subscriptions on all Members of the Company at such rate(s) as it shall determine and may levy subscriptions at different rates on different categories of members.
- 8 Membership shall not be transferable. A Member shall cease to be a Member -
 - a) if by notice in writing to the Secretary he resigns his membership;

- b) if any subscription or other sum payable by the Member concerned is not paid on the due date and the Member has been served with notice in writing informing him of this PROVIDED THAT the Board may re-admit to membership any person who has ceased to be a Member on his paying such amount in respect of arrears of subscription or other sum as the Company may determine,
- c) if any Member becomes bankrupt or makes any arrangement or composition with his creditors generally or goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or have a receiver appointed over all or any part of its assets
- d) If, at a Meeting of the Board at which not less than half of the Trustees are present, a Resolution shall be passed resolving that such membership shall cease. A Resolution as aforesaid shall not be passed unless the Member has been given not less than fourteen days' notice in writing of the Meeting at which the matter is to be considered specifying the conduct or circumstances alleged as a ground for the expulsion and has been afforded a reasonable opportunity of being heard by or of making written representation to the Board
- e) When any such resolution as is referred to in sub-clause (d) of this article is passed, then the Member shall forthwith cease to be a Member but without prejudice to liability of the Member to-pay to the Company any subscription or other sum owed by him

LIABILITY OF MEMBERS

- 9 The liability of each Member shall be limited to £1, being the amount that each Member of the Company undertakes to contribute to the assets of the Company if it is wound up during the time that he is a member, or within one year afterwards, for -
- payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member, and
 - payment of the costs, charges and expenses of winding-up the same, and
 - for the adjustment of the rights of the contributories among themselves

OBJECTS

- 10 The objects for which the Company is established are -
- a) To relieve poverty and sickness amongst disabled persons throughout the world,
 - b) To advance any other exclusively charitable purpose for the benefit of disabled persons throughout the world

In furtherance of the above objects but not further or otherwise, the Company, through its Board of Trustees shall have the following powers -

- i To purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate which may be necessary for any of the purposes of the Company
- ii To publish books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter and to organize lectures, broadcasts and courses of instructions
- iii To purchase or otherwise acquire or found and to carry on schools and training centers
- iv To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription action and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for its charitable objects
- v Subject to such consents as may be required by law to borrow or raise money on such terms and on such security as the Board of Trustees shall think fit including making reasonable charges for any services provided hereunder
- vi To establish and support or aid in the establishment and support or to amalgamate with any other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects
- vii To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary to its objects
- viii To invest the moneys of the Company not immediately required for its own purposes in or upon such investments, securities,, or property as may be thought fit in the absolute discretion of the Trustees for the time being, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- ix. To engage or employ such personnel (whether as employees consultants advisers or however) as may be requisite to the promotion of the objects of the Company and on such terms as the Trustees may think fit
- x. To provide or procure the provision of counselling and guidance-in-furtherance of the said objects or any of them
- xi To receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as shall be necessary.
- xii To accept endorse issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferrable or mercantile instruments for the purpose of or in connection with the objects of the Company

- xiii To establish promote or assist companies with charitable objects similar to those of the Company for the acquisition of the property of the Company or to carry on any authorised activity of the Company or for any other charitable purpose directly or indirectly calculated to benefit the Company in the furtherance of its objects
- xiv To amalgamate merge or join in with any charity having charitable objects, wholly or in part similar to those of this Company for the purposes of better effectuating the charitable purposes.
- xv To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants
- xvi To purchase acquire or undertake all or any of the property and engagements of charitable associations societies or bodies with which the Company may co-operate or federate
- xvii To pay out of the funds of the Company the costs of forming and registering the Company
- xviii To do all such other lawful things as may be necessary for the attainment of the above objects or any of them

PROVIDED THAT:

- xix If the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in the manner allowed by law, having regard to such trusts
 - xx The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - xxi If the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without any authority, approval or consent as may be required by law, and as regards any such property the Board of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Board would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Board but as regards any such property they shall be subject jointly and separately to such control or authority as if the Company were not incorporated
- 11 The income and property of the Company from whatever source derived, shall be applied solely towards the promotion of its objects as set forth in this

Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, by way or profit to the Members of the Company (and no member of its Board 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 herein shall prevent any payment in good faith by the Company

- a) Of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board) for any services rendered to the Company;
- b) Of interest on money lent by a Member of the Trust or its Board at a rate per annum not exceeding two per cent less than the base rate prescribed for the time being by the Company's bankers or three per cent whichever is the greater,
- c) Of any reasonable and proper rent for premises demised or let by any member of the Company (or of its Board),
- d) Of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of the company and,
- e) To any member of its Board of reasonable and proper out-of-pocket expenses

GENERAL MEETINGS

- 12 The Trustees may whenever they think fit and shall, on requisition in accordance with the Statutes, convene a general meeting of the Company

NOTICE OF GENERAL MEETINGS

Notices

- 13 A general meeting called for the passing of a Special Resolution shall be called by at least fourteen days' notice in writing and any other general meeting will also be called by at least fourteen days notice in writing exclusive, in either case, of the day on which it is served or deemed to be served and of the day for which it is given PROVIDED that a meeting of the Company shall, notwithstanding that it is called by a shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than 95% of the total voting rights at that meeting of all the Members
- 14 A notice may be served upon any member of the Company either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address for service, if any In the latter case it shall be

deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post, except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of twenty-four hours after the posting of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed stamped and posted

- 15 If a member has not a registered address for service, any notice shall be sufficiently served on him by posting up in the Office such notice addressed generally to the member. A member who has no registered address in the United Kingdom and has not supplied an alternative address for the giving of notices to him shall not be entitled to have a notice served on him
- 16 The accidental omission to give notices of a meeting to or the non-receipt of a notice of a meeting by the person entitled to receive notice shall not invalidate the proceedings at that meeting

Contents of Notices

- 17 Every notice calling a general meeting shall specify the place, the day and the hour of meeting and if other than routine business is to be transacted the general nature of that business and shall be given in manner herein mentioned or in such other manner if any as may be prescribed by the Company in general meeting to such persons as are under these Articles entitled to receive such notices from the Company. If any resolution is to be proposed as an Extraordinary Resolution or a Special Resolution the notice shall contain a statement to that effect

PROCEEDINGS AT GENERAL MEETINGS

Quorum

- 18 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. A quorum shall consist of not less than three Members or 10% of the total membership (whichever is the greater). If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine

Chairmanship

- 19 The Chairman, if any, of the Board shall preside at every general meeting of the Company or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or if he is unwilling to act, the Members present shall elect one of their number to be the chairman of the meeting

Adjournment

- 20 The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except where the meeting has been adjourned for thirty days or more when notice of the adjourned meeting shall be given as in the case of an original meeting.
- 21 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
- a) By the Chairman, or
 - b) By at least two members present in person or by proxy, or
 - c) By any Member or members present in person or by proxy and representing not less than 1/10th of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the Minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

- 22 Except as provided in Article 24, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 23 In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 24 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 25 Subject to the provisions of the Statutes a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations or unincorporated associations by their duly authorised representatives) shall be as valid and effective as if the

same had been passed at a meeting of the Company duly convened and held

VOTES OF MEMBERS

Informality

- 26 The proceedings of any meeting shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat

Votes

- 27 No Member shall have more than one vote apart from the chairman in accordance with Article 23

Restrictions on Voting

- 28 No person shall vote on any matter in which he is personally interested pecuniarily or otherwise or debate on such matter without the permission of the majority of the persons present and voting such permission to be given or withheld without discussion
- 29 A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that Court and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy
- 30 No Member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company have been paid
- 31 On a poll votes may be given either personally or by proxy
- 32 The instrument appointing a proxy shall be in writing and under the hand of the appointer or his attorney duly authorised in writing, or, if the appointer is a corporation either under seal or under the hand of any officer or attorney general duly authorised. A proxy need not be a Member of the Company.
33. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office, or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours (excluding public holidays and weekends) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours (excluding public holidays and weekends) before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 34 An instrument appointing a proxy shall be in the following form or a form as near

thereto as circumstances admit -

"ACTION ON DISABILITY AND DEVELOPMENT

I/We _____ of _____ in the County of _____
Of _____, being a member / members of the above named
Company hereby appoint _____ of _____
Or failing him _____ of _____
as my / our proxy to vote for me / us on my / our behalf at the (annual or
extraordinary, as the case may be) general meeting of the Company to be
held on the _____ day of _____ 20____
and _____
at any adjournment thereof.

Signed this _____ day of _____ 20____

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

"ACTION ON DISABILITY AND DEVELOPMENT

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

Signed this _____ day of _____ 20____

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

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

*Strike out whichever is not desired "

- 36 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
- 37 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used

Corporate or Non-corporate Members

- 38 Any corporate or non-corporate body which is a Member may, by authorisation of its directors or other governing body, authorise such a person as they think fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise, as if it were an individual Member of the Company, all rights of membership thereat

Similarly, the Member may revoke such authorization at any time

THE BOARD

- 39 The names of the first Trustees shall be determined by the subscribers to the Memorandum of Association. The minimum size of the Board shall be 3 and the maximum 15, of whom not more than 3 shall be co-opted.
- 40 The Company may from time to time by ordinary resolution increase or reduce the number of Trustees and may also alter the maximum duration of the term in office
- 41 The Trustees shall have power at any time and from time to time to appoint any person to be a Trustee either to fill a casual Vacancy or as an addition to the existing Trustees, but so that the total number of Trustees shall not at any time exceed the number fixed in accordance with these Articles
- 42 Trustees may be paid all reasonable out of pocket travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee or general meeting of the Company or in connection with the business of the Company

Vacancies

- 43 The Board may act for all purposes notwithstanding any vacancy in its membership and all proceedings at any meeting of the Board shall be valid and effectual notwithstanding that it may be afterwards discovered that any member of the Board has been improperly nominated elected or co-opted or is not otherwise properly qualified
- 44 Co-opted Trustees
- a) The elected Trustees shall have the power of co-opting up to 3 trustees and termination of any co-option
 - b) No co-option or termination of any co-option shall be valid unless at least half the Trustees shall approve the same either on a resolution put to the Board to that effect or by subscribing to a written resolution circulated amongst the elected Trustees outside a Board meeting
 - c) Co-option shall last for two years from the date thereof unless terminated earlier in the manner foregoing
 - d) It shall be permissible for a co-opted member whose period of co-option has expired or been the subject of early termination to be co-opted.

- e) Subject to foregoing and to any other express provision of these Articles co-opted Trustees shall otherwise have all the powers of elected Trustees

PROCEEDINGS OF THE BOARD

45 Meetings

The Board may meet for the dispatch of business adjourn and otherwise regulate its meetings as it may think fit. Notice of every meeting of the Board stating the general particulars of all business to be considered at such meeting shall be sent by post to each Trustee at least seven days (excluding Saturdays, Sundays and Bank holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars.

46 Summoning of Meetings

- a) Two Trustees may at any time and the Secretary shall upon the request in writing of two Trustees summon a meeting of the Board
- b) Notice of a Board meeting must be given to each director, but need not be in writing

47 Quorum

The quorum necessary for the transaction of the business of the Board shall be three Trustees.

48 Voting

- a) All questions shall be decided by the votes of the majority of the Trustees present and voting thereon at a meeting of the 'Board
- b) In determining whether Trustees are participating in a Board meeting, it is irrelevant where any Trustee is or how they communicate with each other

49 Chairman

- a) The Board shall elect the Chairman from among themselves at the first Board meeting
- b) The Trustees may terminate the Chairman's appointment at any time
- c) If the elected or appointed Chairman is absent from any meeting of the Board those Trustees present shall elect one from their number to serve in that capacity for that meeting

- d) In the case of an equality of votes the Chairman shall have a second casting vote But this does not apply if, in accordance with the articles, the Chairman or other Trustee acting as a Chairman of the meeting is not to be counted as participating in the decision making process for quorum or voting purposes

50 Committees

- a) The Board may delegate any of its powers or the implementation of any of its resolutions to any committee
- b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co- options up to a specified number)
- c) The composition of any such committee shall be entirely in the discretion of the Board and may comprise such of their number (if any) as the resolution may specify
- d) The deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary for the purpose
- e) All delegations under this Article shall be revocable at any time
- f) The Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.
- g) For the avoidance of doubt the Board may delegate all financial matters to any committee or committees and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time whether or not requiring a signature of any Trustee

51. Proceedings of Committees

The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board

- 52 All acts done by any meeting of the Board or a committee thereof or by any person acting as a Trustee or member of the committee shall as regards all persons dealing in good faith with the Company notwithstanding that there was some defect in the appointment or continuance in office of any Trustees or member of the committee or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee or member of the committee and had been entitled to vote

POWERS OF THE BOARD

53 Borrowing Powers

The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any 'part-thereof, and7to issue debentures, debenture stock and other securities, whether outright or as-security for any debt, liability or obligation of the Company or of any third party in all cases without limit

54 General Powers

The affairs of the Company shall be managed by the Board who may pay all expenses incurred in forming and registering the Company and may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in general meeting and without prejudice to the generality of the foregoing may exercise the powers of entering into contracts expending or investing the funds of the Company and acquiring managing or disposing of real and personal property subject to any regulations prescribed by the Company in general meeting but no such regulation so made by the Company shall invalidate any prior act of the Board which would have been valid if such regulation had not been made

55 The Board may from time to time and at any other time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit

56 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 as the case may be, in such manner as the Board shall from time to time by resolution determine

57 The Board shall cause Minutes to be made in books provided for the purpose of -

- a) All appointments of officers made by the Board.**
- b) The names of the Trustees present at each Meeting of the Board—and of the names of any Committee Members present at each Committee Meeting**
- c) Of all resolutions and proceedings at all Meetings of the Company and of the Board and of Committees of the Board and every Trustee or Committee Member present at any Meeting of the Board or a Committee shall sign his name in a book to be kept for that purpose and such Minutes signed by the chairman of the relevant meeting or a Trustee**

present shall be sufficient evidence of the due passing of any Resolution and 'of the amount of the majority voting in favour thereof

- 58 The office of a Trustee shall be vacated if the Trustee -
- a) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - b) Becomes prohibited from being a Trustee by reason of any order made under the Statutes,
 - c) Becomes of unsound mind, or
 - d) Resigns his office by notice in writing to the Company, or
 - e) Is indirectly or directly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Sections 177 and 182 of the Companies Act 2006

A Trustee shall not vote in respect of any contract in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted

- 59 The Company may by ordinary resolution of which special notice has been given in accordance with Section 312 of the Companies Act 2006 remove any Trustee before the expiration of his period of-office notwithstanding anything in these articles or in any agreement between the Company and such Trustee
- 60 A resolution in writing signed by all the Trustees for the time being entitled to receive notice of a Board Meeting shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held
61. Regulations

The Board shall have power from time to time to make repeal or alter regulations as to the management of the Company and the affairs thereof as to the duties of any officers or servants of the Company and as to the conduct of business by the Board or any committee and as to any of the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with the Memorandum of Association or these Articles

OFFICERS

- 62 The Board may appoint or engage on such terms (subject to the Memorandum of Association) to discharge such duties as they may think fit a Treasurer and Secretary and such other officers and servants and may dismiss any Treasurer, Secretary, officer or servant so appointed or engaged
- 63 a) The Trustees may appoint and remove any person as a Patron of the Company and on such terms as they shall think fit

- b) A Patron shall have the right to attend and speak (but not vote) at any General Meeting of the Company and to be given notice thereof as if a Member and shall also have the right to receive accounts of the Company when available to Members

THE SEAL

- 64 The Board shall provide for the safe custody of the Seal which shall only be used with the authority of the Board or a committee authorised in that behalf by the Board. Every instrument to which the Seal is affixed shall be signed by a Trustee and countersigned by the Secretary or a second Trustee

ACCOUNTS

- 65 Accounting records sufficient to show and explain the Company's financial transactions and otherwise complying with the Statutes shall be kept at the Office or such other place within Great Britain as the Trustees think fit
- 66. The Company may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by the members and subject thereto the books and accounts shall be open to inspection by the members at all reasonable times during the usual business hours

MEANS OF COMMUNICATION

- 67 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorized or required by any provision of that Act to be sent or supplied by or to the company.

INDEMNITIES

- 68
 - a) Subject to the provisions of the Statutes every Trustee, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto
 - b) The Trustees shall have the power and authority to purchase, out of the funds of the Company, insurance designed to indemnify any Trustee against any personal liability in respect of:-
 - (i) any breach of trust or breach of duty committed by them in their capacity as Trustees, or

- (ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as Directors or officers of the Company .

WINDING UP

- 69 If, upon the winding-up or dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members within three months of the members resolution passed initiating the winding-up failing which and if and so far as effect cannot be given to such provision, then to such other charitable object as the Trustees shall resolve upon
- 70 Any of the provisions hereof may be changed by a Special Resolution for the purposes of obtaining and thereafter maintaining charitable status for the Company