

The Companies Acts 1985 & 1989

COMPANY LIMITED BY GUARANTEE

Memorandum of Association of

Derbyshire Association for the Blind Limited

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1. The name of the company is "Derbyshire Association for the Blind Limited " (referred to in this document as "the Company").
 2. The registered office of the Company will be situated in England and Wales.
 3. The Company is established to promote any charitable purpose which will benefit people in the City of Derby or County of Derby who are visually impaired, and in particular:
 - (a) Undertake any activities which may be conducive to the welfare of visually impaired persons;
 - (b) Co-operate with the statutory bodies and voluntary organisations working for the welfare of visually impaired people;
 - (c) Co-ordinate, so far as practicable all voluntary associations catering for the welfare of visually impaired persons;
 - (d) Investigate the need for medical, financial or social assistance for visually impaired persons and ensure that full advantage is taken of the provisions of social security measures.



4. In furtherance of the above but not otherwise, the Company shall have the following powers:
- (a) To co-operate with statutory, voluntary and other bodies which are supportive of the aims of the Company;
 - (b) To affiliate to any national or regional organisation with similar objects;
 - (c) 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, and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects;
 - (d) To publish books, pamphlets, reports, leaflets, journals, films and instructional matter;
 - (e) To run lectures, seminars, conferences and courses, including training events;
 - (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, provided that the Company shall not undertake any permanent trading activities in raising funds for its charitable objects;
 - (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 or

guarantee 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 moneys 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 to the provisions of this Memorandum of Association;
- (k) To sell, improve, develop, exchange, let on rent, royalty or otherwise and in any manner deal with or dispose of all or any of 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) To engage or employ such personnel (not being members of its Board of Trustees), whether as employees, consultants, advisers or however, as may be required for the promotion of the objects of the Company;
- (m) To open and operate bank accounts and other facilities for banking in the name of the Company;
- (n) To provide indemnity insurance to cover the liability of the members of the Board of Trustees, (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 out of 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 members of the Board of Trustees knew to be a breach of trust or breach of duty or which was committed by the members of the Board of Trustees 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 Board of Trustees in their capacity as directors of the Company and in the case of (ii) shall not extend to any liability to make such a contribution where the basis of the Board of Trustees 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;

- (o) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

PROVIDED THAT:

- (p) In case 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 such manner as allowed by law, having regard to such trusts;

- (q) In case 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 such authority, approval or consent as may be required by law, and as regards any such property that may come into their hands the Board of Trustees (being the directors of the Company) 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 of Trustees of the Company 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 of Trustees but they shall, as regards such property, be subject jointly and separately to such control and authority as if the Company were not incorporated;
- (r) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
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 set out in this Memorandum of Association, and no portion shall be transferred directly or indirectly by way of dividend, bonus,

or otherwise whatsoever by way of profit to the members of the Company and no member of the Board of Trustees 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 Board of Trustees member who is a solicitor, accountant or other person engaged in a profession, or by any partner of her or his, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Board of Trustees benefit under this provision and that a Board of Trustees member shall withdraw from any meeting at which her or his remuneration, or that of her or his partner, is under discussion;
- (b) Of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board of Trustees) for any services rendered to the Company;
- (c) Of interest on money lent by any member of the Company (or of its Board of Trustees) at a rate per annum not exceeding 2 per cent less than the base lending rate of the Company's bankers or 3 per cent, whichever is the greater;
- (d) Of reasonable and proper rent for premises demised or let by any member of the Company (or of its Board of Trustees);

- (e) Of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board of Trustees may be a member holding not more than 1/100th part of the capital of the company;
 - (f) Of grants, loans, donations or any other kind of financial assistance to any individual, organisation, firm, company, society or statutory authority which is a member of the Company or is represented on the Board of Trustees, provided that any such assistance is exclusively in respect of charitable activities in furtherance of the objects of the Company;
 - (g) To any member of the Board of Trustees in respect of reasonable out-of-pocket expenses;
 - (h) The payment of any premium as permitted by clause 4 (n).
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 s/he 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 or dissolution of the Company there remains after the satisfaction of 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 to an extent as least as great as is imposed on the Company under or by virtue of clause 6 above, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to this provision, then to 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.

- *SW/ICOM 1998* -

The Companies Acts 1985 & 1989

COMPANY LIMITED BY GUARANTEE

Articles of Association of

Derbyshire Association for the Blind Limited

Interpretations

1. In these articles:

"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.

"The Company" means the above-named company.

"The Board of Trustees" means all those persons appointed to perform the duties of directors of the Company.

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

"Employee" means anyone holding a contract of employment with the Company

"The Seal" means the common seal of the Company.

"The Commissioners" means the Charity Commissioners for England and Wales.

"In writing" shall be taken to include references to writing, printing, photocopying, and other methods of representing or reproducing words in a visible, tactile, or audio form such as Braille and audio tapes.

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.

Members

2. The first members of the Company shall be the Subscribers to the Memorandum of Association.
3. The Board of Trustees may at their discretion admit to membership (referred to as 'Full Members') individuals who have attained the age of eighteen as follows:
 - (a) Individual Members shall be visually impaired people who live or work in the Company's area of benefit;
 - (b) Volunteer Members shall be people who perform voluntary work for the company, the conditions to qualify for this category of membership to be set by the Board of Trustees pursuant to Article 75.

Full Members shall have voting rights at General Meetings and shall be treated as members of the Company for all purposes of these Memorandum and Articles of Association and of statute.

Full Members shall not pay an annual subscription but membership shall be renewable annually.

4. In the event that the Board of Trustees should refuse any application for membership, the applicant may appeal to a General Meeting of the Company, the decision of which shall be final.

Register of Members

5. The Company shall maintain a Register of Members in which shall be recorded the name and address of every member, and the dates on which s/he became a member and on which s/he 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.

Cessation of Membership

6. 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.
7. A member shall cease to be a member if s/he:
 - (a) resigns in writing to the Secretary; or
 - (b) fails to fulfil the annual membership renewal requirement;
 - (c) ceases to meet the criteria for membership as described in Article 3; or
 - (d) dies; or
 - (e) is expelled by the Board of Trustees for conduct prejudicial to the Company, provided that any member so expelled shall be entitled to appeal to the next General Meeting of the Company, the decision of which shall be final.

Affiliates

8. The Board of Trustees may admit as Affiliates organisations and individuals who are supportive of the Company's objects as follows:
 - (a) Corporate Affiliates shall comprise statutory bodies, corporate bodies, and unincorporated associations;
 - (b) Individual Affiliates shall comprise individuals who have attained the age of eighteen who do not qualify as Full Members.

Affiliates shall be entitled to receive notice of, attend and speak at General Meetings of the Company, but shall not hold voting rights or be counted for the purpose of calculating a quorum or be treated as members for any other purpose of the Memorandum and Articles of Association or of statute.

No person or organisation shall be admitted as an Affiliate of the Company unless s/he or it has paid (or has agreed to pay) the appropriate annual Affiliate subscription for the time being in force. The Company shall maintain a record of Affiliates.

Each Affiliate which is an organisation shall appoint a representative 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 Affiliate would exercise if it were an individual person. Each Affiliate organisation shall send to the Secretary of the Company written notification of its choice of representative.

General Meetings

9. 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. Every Annual General Meeting except the first shall be held not more than fifteen months after the last preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporation or in the following year.
10. The business of an Annual General Meeting shall comprise:
 - (a) the consideration of the Report and Accounts presented by the Board of Trustees;
 - (b) the election of members of the Board of Trustees, including honorary officers;

- (c) the appointment of the President;
 - (d) the appointment and the fixing of the remuneration of the auditor or auditors;
 - (e) 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 Extraordinary General Meetings.
12. The Board of Trustees may whenever they think fit convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall be convened on receipt of a requisition signed by at least ten per cent of the members of the Company.

Notices

13. An Annual General Meeting and any General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or a member of the Board of Trustees shall be called by at least twenty-one clear days' notice. Any other General Meeting shall be called by at least fourteen clear days' notice.
14. Notice of every 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.
15. 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 or a resolution to remove a Board of Trustees member or the auditor, such resolution

shall be specified in the notices calling that meeting. In the case of all other General Meetings, the general nature of the business to be considered shall be specified.

16. 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.
17. 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

18. Only individuals who are Full Members shall be entitled to vote.
19. Only one vote may be cast by or for each member on any particular resolution.
20. On any resolution to be decided on a show of hands, only members present in person shall be entitled to vote.
21. On any resolution to be decided by secret ballot, any individual may act as proxy for a member who is absent from the meeting provided any person claiming to act as proxy shall produce written authorisation signed by the member in question to act as proxy on her/his behalf. A proxy may be instructed by the member for whom s/he is acting to vote this way or that on a resolution, or may be authorised to vote in accordance with her/his own judgement.
22. 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 other decisions so required from time to time by statute shall be

made by Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of votes cast.

(b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of votes cast at a General Meeting.

23. No business shall be transacted at a General Meeting unless a quorum is present. Unless and until otherwise decided by a General Meeting, twelve members, at least four of whom shall be members of the Board of Trustees, shall be a quorum.

24. If thirty minutes after 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 such time and place as the Board of Trustees may decide, and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only.

25. At every General Meeting the Chairman of the Company shall preside, but if s/he is not present twenty minutes after the time appointed for the commencement of the meeting the members present shall choose one of their number to be Chairman of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

26. 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 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 (except in the circumstances described in Article 24) it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

27. 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 in person or by proxy. Unless a secret ballot be so demanded, a declaration by the Chairman 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 resolution.
28. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairman 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. The demand for a secret ballot may be withdrawn.
29. 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.
30. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairman of the meeting shall not have a second or casting vote and the motion shall be deemed to be lost.

Board of Trustees

31. The Company shall have a Board of Trustees comprising not less than eight and not more than twenty persons.
32. The initial Board of Trustees of the Company from incorporation until the Company's first Annual General Meeting shall be appointed by the Subscribers to the Memorandum of Association.
33. After the company's first Annual General Meeting, the composition of the Board of Trustees shall be as follows:
 - (a) A Chairman, Vice Chairman, Treasurer, General Secretary, and other honorary posts as the Company sees fit, elected by and from the Full Membership at the Annual General Meeting;
 - (b) Individuals elected by and from the Full Membership at the Annual General Meeting.
34. The Board of Trustees may at any time co-opt other persons, who may but need not be members of the Company, to fill any vacancies occurring within the Board of Trustees between Annual General Meetings.
35. At the first and every Annual General Meeting all the members of the Board of Trustees elected as honorary officers under Article 33 (a) shall retire from office. A retiring member shall be eligible for re-election.
36. At the first and every Annual General Meeting, one-third of the members of the Board of Trustees under Article 33 (b), or if their number is not a multiple of three then the number nearest to one third, shall retire from office. The members to retire shall be those longest in office since their last election. Regarding members who have been in office for the same length of time, the members to retire shall be selected by lot. A retiring member shall be eligible for re-election.

37. At every Annual General Meeting, all co-opted Board of Trustees members shall retire from office and shall be eligible for further co-option.
38. Procedures for the election and co-option of Board of Trustees members and the appointment of the President shall be determined from time to time by the Board of Trustees.
39. For the avoidance of doubt, members of the Board of Trustees are directors of the company within the meaning of the Companies Act, and charity trustees within the meaning of charity law.
40. Under no circumstances shall any of the following serve as Board of Trustees members:
- (a) employees of the Company;
 - (b) persons aged under eighteen years;
 - (c) persons who are bankrupt or who are otherwise disqualified by law from serving as company directors;
 - (d) persons who have an unspent conviction involving dishonesty or who are otherwise disqualified by law from serving as charity trustees.
41. Board of Trustees members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Board of Trustees or General Meetings of the Company or in connection with the business of the Company, but otherwise—subject to Memorandum 6—shall receive no remuneration.
42. A Board of Trustees member shall cease to be such immediately if s/he:
- (a) resigns her/his office in writing to the Company; or
 - (b) ceases to be a member of the Company; or

- (c) fails to attend three consecutive meetings of the Board of Trustees without good reason, and the Board of Trustees decide that by virtue of such absence s/he shall cease to hold office; or
- (d) in the opinion of a majority of the Board of Trustees, fails to declare her/his interest in any contract as referred to in Article 49; or
- (e) becomes bankrupt or, in the opinion of the Board of Trustees, incapable on medical or psychological grounds of carrying out the duties of a Board of Trustees member; or
- (f) is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act; or
- (g) is disqualified by law from serving as a director of a company or as a trustee of a charity.

Powers and Duties of the Board of Trustees

- 43. The business of the Company shall be managed by the Board of Trustees 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, including the power to set annual subscriptions.
- 44. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Trustees which would have been valid had that regulation not been made.
- 45. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted,

endorsed, or otherwise executed in such manner as the Board of Trustees shall from time to time direct, provided that all instruments of expenditure above a certain limit specified by the Board of Trustees must be signed by at least one Board of Trustees member and a senior officer of the Company.

46. Without prejudice to its general powers, the Board of Trustees may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, subject to such consents as may be required by law.

Proceedings of the Board of Trustees

47. Members of the Board of Trustees may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit, provided they meet at least once every two months.
48. Questions arising at any meetings shall be decided by a majority of votes, each member of the Board of Trustees having one vote. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
49. A Board of Trustees member shall declare an interest in and shall not speak or vote in respect of any matter in which s/he has a personal material or financial interest or any matter arising from it and shall withdraw from a meeting while such a matter is discussed.
50. An honorary officer may and the Secretary on the requisition of two or more Board of Trustees members shall summon a meeting of the Board of Trustees by giving reasonable notice to all its members. It shall not be necessary to give notice of

a meeting of the Board of Trustees to any of its members for the time being absent from the United Kingdom.

51. The quorum necessary for the transaction of the business of the Board of Trustees shall be four members or one half of their total number, whichever is the greater.
52. The Board of Trustees may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these Articles, the Board of Trustees may act for the purposes of increasing their number, or of summoning a General Meeting of the Company, but for no other purpose.
53. At every meeting of the Board of Trustees the Chairman of the Company shall preside, but if s/he is not present twenty minutes after the time appointed for the commencement of the meeting the Board of Trustees members present shall choose one of their number to be Chairman of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
54. The Board of Trustees shall cause accurate records to be made, in books provided for that purpose, of:
 - (a) the name, details and date of appointment of all persons appointed to office;
 - (b) the names of the Board of Trustees members, officers, members, representatives and other persons present at all General, Board of Trustees and Sub-Committee meetings of the Company;
 - (c) minutes of all proceedings and resolutions at all General, Board of Trustees and Sub-Committee meetings of the Company;
 - (d) all applications of the Seal to any document.

55. All such records and minutes shall be open to inspection during normal working hours by any member of the Board of Trustees and by any person authorised by the Company in General Meeting. Minutes of General Meetings shall be available for inspection by any member of the Company during normal working hours.
56. The Board of Trustees 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 regulations imposed on it by the Board of Trustees, which regulations shall always include provision for regular and prompt reports to the Board of Trustees. The Board of Trustees shall use its best endeavours to ensure that not less than one half of the members of each Sub-Committee shall be visually impaired persons.
57. All acts done by any meeting of the Board of Trustees or by any person acting as a member of the Board of Trustees shall, even if it be afterwards discovered that there was some defect in the appointment of any such Board of Trustees member 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 Board of Trustees member.
58. A resolution in writing, signed by all the Board of Trustees members for the time being entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Board of Trustees, and may consist of several documents in the same form, each signed by one or more Board of Trustees members.

59. The Board of Trustees may at their discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

President

60. At every Annual General Meeting the Company shall invite a person as they decide is suitable to be President of the Company. The President shall retire at the first Annual General Meeting following their appointment.

Honorary Officers

61. At every Annual General Meeting the Full Members shall elect honorary officers specified in Article 33 (a). Honorary officers shall retire at the first Annual General Meeting following their appointment

Secretary

62. The Board of Trustees shall appoint a Secretary of the Company 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 Board of Trustees.

63. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board of Trustees member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

64. If the Company has a Seal, it shall only be used by the authority of the Board of Trustees and every instrument to which the Seal shall be applied shall be signed by a Board of Trustees member and shall be countersigned by the

Secretary or by a second Board of Trustees member. Every such application of the Seal shall be minuted.

Accounts

65. The Board of Trustees 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 matters in which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company;
 - (c) the assets and liabilities of the Company.
66. 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.
67. 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 Board of Trustees thinks fit, and shall always be open to the inspection of all members and officers and by other persons authorised by the Company in General Meeting.
68. The Board of Trustees 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 General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.
69. A copy of every balance sheet (including every document required by law to be annexed to it) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Board of Trustees' report, shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act,

be sent 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.

70. The Board of Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the transmission of the statements of account of the Company to the Commissioners.

Audit

71. In accordance with the law for the time being in force the Company may—if it is eligible to do so—apply the small company audit exemptions. Otherwise 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.
72. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

Annual report

73. The Board of Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Indemnity

74. Subject to the provisions of the Act, every Board of Trustees member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any

liability incurred by her/him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which s/he is acquitted or in connection with any application in which relief is granted to her/him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Regulations

75. The Company in General Meeting or the Board of Trustees may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Board of Trustees and Sub-Committees, provided that such regulations are not inconsistent with the Memorandum and Articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the Memorandum or Articles of Association. All members of the Company and the Board of Trustees shall be bound by such regulations whether or not they have received a copy of them.

Dissolution

76. 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.

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