

THE COMPANIES ACTS 1948- 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
OF GLENDALE AGRICULTURAL SOCIETY**

**Incorporated under the Companies Act 1948
on 29 July 2004**

Company No. 5192461

Amended by special resolution on 27 November 2019

The Companies Acts 1948 to 2006
A COMPANY LIMITED BY GUARANTEE
Articles of Association
of
Glendale Agricultural Society

1. INTERPRETATION

1.1 In these Articles, unless the context requires otherwise, the capitalised words below have the following meanings:

Charity	means Glendale Agricultural Society which is a charitable company regulated by these Articles.
AGM	the annual general meeting of the Charity.
Appropriate Officer(s)	the Directors and officers of the Charity (other than the auditors).
Articles	the Articles of Association of the Charity, as amended from time to time.
Board	the board of the Directors of the Charity.
Chair	the chair of the Charity appointed pursuant to Article 13.3.
Charities Act	the Charities Act 2011, or any numbered section of it, as amended, replaced, re-stated or re-enacted from time to time.
Charity Commission	the Charity Commission for England and Wales.
Companies Act	the Companies Act 2006, or any numbered section of it, as amended, replaced, re-stated or re-enacted from time to time.
Connected Person	includes: <ul style="list-style-type: none">(a) any child, parent, grandchild, grandparent, brother or sister of a Director (and includes any step-child);(b) the spouse or civil partner of a Director or any person falling within (a) (and includes any person with whom a Director lives as if they were a spouse or civil partner);(c) a person carrying on business in partnership with a Director or with any person falling within (a) or (b);(d) an institution which is controlled: (i) by a Director or by any person falling within (a), (b) or (c), or (ii) by two or more persons falling within (d)(i), when taken together; and(e) a body corporate in which (i) a Director or any connected person falling within any of paragraphs (a) to (c) has a

substantial interest, or (ii) two or more persons falling within (e)(i) when taken together, have a substantial interest;

and '**controlled**' and '**substantial interest**' have the meaning provided in sections 351 and 352 of the Charities Act.

Director	a director of the Charity and Directors means all the directors, each of whom is a charity Director for the purposes of charity law.
Electronic Form	any document or information sent or supplied in electronic form within the meaning of section 1168 of the Companies Act.
Eligible Directors	all Directors who would be eligible to vote on a resolution at a Board meeting.
General Meeting	a general meeting, including the AGM, of the Charity.
Maximum Term	a total continuous period of 9 years in office as a Director.
Member	a member of the Charity for the purposes of the Companies Act and Members means all the members.
the Objects	the objects of the Charity set out in Article 4.
Officer	the Chair and such other officers as the Directors may from time to time appoint.
the President	the President of the Charity.
the Register	the register of Members maintained by the Charity.
Rules	such rules as are made from time to time by the Board with respect to the carrying into effect of certain provisions of these Articles.
the Secretary	any person appointed to perform the duties of a company secretary in accordance with the Companies Act.
in Writing or Written	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

1.2 Unless specifically stated otherwise:

- 1.2.1 Words or expressions bear the same meaning as in the Companies Act;
- 1.2.2 Words denoting the singular include the plural and vice versa;
- 1.2.3 Words denoting any one gender include all genders;
- 1.2.4 Each reference to **person** includes, where context allows, a reference to a body corporate, unincorporated Charity, government, local authority, state, partnership, scheme, fund and trust (in each case, whether or not having separate legal personality);
- 1.2.5 Each reference to **notice** in Articles 23 and 24 includes, where context allows, a reference to documents and/or other information; and
- 1.2.6 General words shall not be given a restrictive interpretation by reason of their being preceded or followed by words indicating a particular class of acts, matters or things.

- 1.3 The Companies (Model Articles) Regulations 2008 as amended, modified, replaced, re-stated or re-enacted from time to time shall not apply to the Charity.

2. NAME & OFFICE

- 2.1 The name of the Charity shall be Glendale Agricultural Society.
- 2.2 The registered office of the Charity shall be situated in England.

3. GUARANTEE

- 3.1 The liability of each Member is limited to not more than £1 (one pound), being the amount that each Member undertakes to contribute to the assets of the Charity in the event of the same being wound up while they are a Member, or within one year after they cease to be a Member, for payment of debts and liabilities of the Charity contracted before the Member ceases to be a Member, and of costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

4. OBJECTS

The objects for which the Charity is established are, for the public benefit:

- 4.1 to advance education and skills in particular in agriculture, the environment and all related or ancillary subjects; and
- 4.2 to advance such other charitable purposes related to agriculture and the environment as the Trustees shall decide.

5. POWERS

- 5.1 The Charity shall have the power to do all such lawful and charitable things that further the Objects (but only to the extent to which they may lawfully be exercised by a company having exclusively charitable objects) including without limitation:
- 5.1.1 to draw, make, accept endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity;
 - 5.1.2 to raise funds and to invite and receive contributions; provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - 5.1.3 to acquire, hire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - 5.1.4 subject to Article 6 to employ and remunerate such staff, who shall not be Directors of the Charity as are necessary for the proper pursuit of the Objects and to make reasonable provision for the payment of pensions for employees and their dependents;
 - 5.1.5 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - 5.1.6 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - 5.1.7 pay out of the funds of the Charity the costs incurred in connection with the formation and registration of the Charity as a company and as a charity;
 - 5.1.8 to borrow money and give security of loans;

- 5.1.9 to make grants or loans of money and to give guarantees;
- 5.1.10 set aside funds for particular purposes or as reserves against future expenditure;
- 5.1.11 to deposit or invest funds in any manner (but to invest only after obtaining advice from a suitably qualified financial expert and having regard to the suitability of investments and the need for diversification);
- 5.1.12 take out such insurance policies as are necessary to protect the Charity;
- 5.1.13 provide indemnity insurance for the Directors or other officer of the Charity in accordance with and subject to the conditions in section 189 of the Charities Act; and
- 5.1.14 to do all such other lawful things as are necessary for the achievement of the Objects.

6. USE OF INCOME AND PROPERTY

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members and no Director shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that this Article shall not prevent any payment or provision in good faith by the Charity:
- 6.1.1 of reasonable and proper remuneration to any Member or officer (not being a Director), or employee of the Charity for any goods or services supplied to the Charity;
 - 6.1.2 of interest at a reasonable rate on money lent by any Member or Director or Connected Person;
 - 6.1.3 of reasonable and proper rent or hiring fee for premises let or hired to the Charity by any Member or Director or Connected Person;
 - 6.1.4 of a Director's reasonable out-of-pocket expenses in carrying out their duties and of travelling expenses necessarily incurred by an officer or employee of the Charity in carrying out their duties;
 - 6.1.5 of fees, remuneration or other benefit, in money or money's worth, to a company of which a Director or Connected Person may be a member holding not more than five per cent part of the issued share capital of that company;
 - 6.1.6 of the payment of any premium in respect of any indemnity insurance to cover the liability of the Directors, the Chief Executive and other officers as permitted under Article 5;
 - 6.1.7 of an indemnity to any Director in respect of any liabilities properly incurred in running the Charity in accordance with Article 5;
 - 6.1.8 of remuneration to a Director or a Connected Person for goods and/or services under a contract with the Charity as authorised by Article 6.2;
 - 6.1.9 of the payment to any Member or Director or Connected Person of charitable benefits in furtherance of the Objects; and
 - 6.1.10 in exceptional cases of other payments or benefits (but only with the Written approval of the Charity Commission in advance).
- 6.2 A Director may not be an employee of the Charity, but a Director or a Connected Person may enter into a contract with the Charity to supply goods and/or services to the Charity in return for a payment or other material benefit if:

- 6.2.1 the goods and/or services are actually required by the Charity;
- 6.2.2 the nature and level of the payment or benefit is no more than is reasonable in relation to the value of the goods and/or services and recorded in an agreement in Writing;
- 6.2.3 the number of Directors who are interested in any such a contract, either directly themselves or indirectly through a Connected Person, in any financial year of the Charity is in the minority; and
- 6.2.4 before entering into such a contract, the Board has decided that it is satisfied that it would be in the best interests of the Charity, and likely to promote the success of the Charity, for the goods and/or services to be provided by the relevant person (as opposed to being provided by someone who is not a Director or a Connected Person) to, or on behalf of, the Charity for the amount or maximum amount of benefit or payment.

7. MEMBERS

- 7.1 The Charity shall admit to membership an individual or an organisation in accordance with the Rules of the Charity.
- 7.2 No individual or organisation shall be admitted as a Member of the Charity unless their application for membership is approved by the Board and any subscription or other payment due in respect of such membership has been paid.
- 7.3 Unless the Board or the Charity in a General Meeting shall make other provision under the Rules, the Board may in its absolute discretion permit any Member of the Charity to retire provided that after such retirement the number of Members is not less than one.
- 7.4 The Charity shall maintain a register of Members and any member ceasing to be a Member shall be removed from the register.
- 7.5 Every Member's membership shall be subject to the provisions of these Articles and the Rules and every Member shall be deemed to have had knowledge of these Articles and the Rules and to have consented to them at the time of or prior to them becoming a Member.

8. GENERAL MEETINGS

- 8.1 The Charity shall hold an AGM each year with not more than 15 months elapsing between successive AGMs.
- 8.2 Each notice calling an AGM shall specify the meeting as such and each AGM shall take place at such time and place as the Directors shall think fit.

9. NOTICE OF GENERAL MEETINGS

- 9.1 An AGM shall be called on a minimum of fourteen Clear Days' notice.
- 9.2 A General Meeting may be called by shorter notice 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 who together hold not less than 90% of the total voting rights.
- 9.3 The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted. It shall also include a statement pursuant to the Act setting out the right of Members to appoint proxies.
- 9.4 The notice shall be given to:
 - 9.4.1 each Member;

- 9.4.2 each Director; and
- 9.4.3 the auditor for the time being of the Charity.
- 9.5 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

10. PROCEEDINGS AT GENERAL MEETINGS

- 10.1 No business shall be transacted at any meeting unless a quorum is present.
- 10.2 The quorum is ten percent of the total membership at the time, subject to a minimum of ten Members who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.
- 10.3 If within thirty minutes from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine.
- 10.4 At every General Meeting:
 - 10.4.1 The President or in their absence the Chair (or some other person nominated by them) shall preside as chair of the meeting.
 - 10.4.2 if neither the President or Chair (or some other person nominated by them) is present within 15 minutes of the time appointed for the meeting, the Directors present shall elect one of their number to be chair.
 - 10.4.3 If there is only one Director present and willing to act, that Director shall chair the meeting.
 - 10.4.4 If no Director is present and willing to chair the meeting within 15 minutes of the time appointed for the meeting, the Members present and entitled to vote shall choose one of their number to be chair of the meeting.
- 10.5 A Director, notwithstanding that they are not a Member, shall be entitled to attend and speak but not vote at any General Meeting unless they are a Member.
- 10.6 The chair of the meeting may adjourn such a meeting when a quorum is present, if the meeting consents to an adjournment, and shall adjourn such a meeting if directed to do so by the meeting.
- 10.7 The chair of the meeting shall specify either that the meeting is to be adjourned to a particular date, time and place.
- 10.8 If the meeting is adjourned until more than 14 days after the date on which it was adjourned, the Charity shall give at least seven Clear Days' notice of it, specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give such notice.
- 10.9 No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if adjournment had not taken place.

11. VOTING

- 11.1 A vote on a resolution proposed at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded.

- 11.2 Subject to Article 11.13 every Member shall have one vote.
- 11.3 No Member shall be entitled to vote at any general meeting unless all monies then payable by them to the Charity have been paid.
- 11.4 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.
- 11.5 Unless a poll is duly demanded a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 11.6 Subject to the provisions of the Companies Act a poll may be demanded by:
- 11.6.1 The chair of the meeting; or
 - 11.6.2 At least two Members having the right to vote at the meeting; or
 - 11.6.3 By a Member or Members representing not less than one tenth of the total voting rights of all the Members having rights of all the Members having the right to vote at the meeting.
- 11.7 A demand for a poll may be withdrawn if:
- 11.7.1 The poll has not yet been taken, and
 - 11.7.2 The chair of the meeting consents to the withdrawal
- The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 11.8 A vote given or a poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 11.9 Any organisation which is a member of the Charity may authorise such person as it thinks fit to act as its representative at any meeting of the Charity and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which they represent as the organisation could exercise if it were an individual member of the Charity.
- 11.10 A poll demanded on the election of a chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair of the meeting directs, not being more than thirty days after the poll is demanded.
- 11.11 The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.
- 11.12 The poll shall be conducted in such manner as the chair of the meeting directs and the chair of the meeting may appoint scrutineers (who need not be members) and fix a time and place for

declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

11.13 In the case of an equality of votes whether on a show of hands or on a poll the chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.

11.14 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

12. PROXIES

12.1 A Member who is entitled to attend and vote at a General Meeting may appoint another person as proxy to attend and vote instead of them in all matters.

12.2 The appointment of a proxy shall conform with the Rules and be in such form appropriate to the circumstances as the Board shall approve.

12.3 A vote exercised by proxy is valid even if the proxy has been revoked or terminated unless notice of its revocation or termination is received by the Charity before the start of the General Meeting at which the vote is exercised or (where a poll is not taken on the same day as the General Meeting) before the opening of the poll.

13. DIRECTORS

13.1 Unless otherwise determined by an ordinary resolution of the Members, the number of Directors shall not be less than three and shall not be subject to any maximum.

13.2 The Board shall consist of elected Directors and co-opted Directors and the elected Directors shall form the majority of the Board at all times.

13.3 The Board may appoint and remove a Chair and a Vice-Chair from amongst their number. The Chair and the Vice-Chair shall hold office for such period as the Board determines, subject to earlier removal by the Board and the requirements of Articles 14.7 to 14.9.

13.4 A Director may continue to be a member of the Board after retiring from the Chair or Vice-Chair roles subject to the requirements of Articles 14.7 to 14.9.

14. APPOINTMENT AND RETIREMENT OF DIRECTORS

14.1 No Member may be elected or co-opted as a Director;

14.1.1 unless they have attained the age of 18 years; or

14.1.2 in such circumstances that had they already been a Director they would have been disqualified from acting under the provisions of Article 14.9.

14.2 The elected Directors shall be elected from time to time by ordinary resolution of the Members.

14.3 No candidate shall be proposed for election as a Director unless they are a Member and:

14.3.1 the candidate has submitted an application in Writing to be considered for election; or

14.3.2 the Board has recommended the candidate be considered for election.

14.4 An elected Director shall serve in office from the AGM at which they are elected or re-elected until the third AGM thereafter at which point they shall retire but may stand for re-election subject to Article 14.7.

- 14.5 A co-opted Director may be co-opted from time to time by the Board for the period until the next AGM of the Charity at which point they shall retire and may not be co-opted again.
- 14.6 A co-opted Director may stand for election as an elected Director at and from the AGM at which they retire provided they meet the requirements of Article 14.3.
- 14.7 Subject to 14.8 a Director shall not be re-elected if they have held office for the Maximum Term.
- 14.8 A Director who has held office for the Maximum Term may be re-elected up to a further Maximum Term after a period of one year out of office.
- 14.9 A Director shall cease to be a Director if they:
- 14.9.1 cease to be a Director by virtue of any provision in the Act or are disqualified from acting as a Director by virtue of the Act;
 - 14.9.2 become incapable by reason of mental disorder illness or injury of managing and administering their own affairs;
 - 14.9.3 resigns their office by notice to the Charity (but only if at least three Directors will remain in office when the notice of resignation is to take effect);
 - 14.9.4 are absent without the permission of the Board from all their meetings held within a period of six months and the Directors resolve that their office is to be vacated;
 - 14.9.5 are the subject of a resolution of the Board to remove them from office on the basis that in the Board's reasonable opinion, their conduct or behaviour is detrimental or inconsistent with the interests of the Charity or otherwise in breach of any code of conduct in place from time to time;
 - 14.9.6 die; or
 - 14.9.7 are co-opted by the Board under Article 14.5 and are removed by them or do not stand for election at the first AGM after their co-option.

15. POWERS OF THE DIRECTORS

- 15.1 Subject to the provisions of the Companies Act and these Articles and to any directions given by a special resolution of the Members, the Board shall manage the Charity and may exercise all the powers of the Charity.
- 15.2 No alteration of the Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
- 15.3 The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Charity.

16. BOARD MEETINGS

- 16.1 Subject to the provisions of the Articles, the Board may regulate their proceedings as they think fit.
- 16.2 A Director may and the Secretary at the request of the Director, shall call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
- 16.3 Decisions at a Board meeting shall be decided by a majority of votes. Every Eligible Director present at the Board meeting shall have one vote save that in the case of an equality of votes the chair of the Board meeting shall have a second or casting vote.

- 16.4 The quorum for the Board meeting may be fixed by the Directors but shall not be less than three.
- 16.5 The Board may act even if there is a vacancy in their numbers but if the number of Directors is less than the number fixed as the quorum the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 16.6 The Chair shall preside at every meeting of the Board at which they are present. If the Chair is not present within five minutes after the time appointed for the meeting the Directors present may appoint one of their number to be chair of that meeting.
- 16.7 The Board may appoint one or more committees or dedicated working groups consisting of such persons, at least one of which must be a Director, as they think fit for the purpose of making an inquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a committee or working group; provided that all acts and proceedings of any such committees or working groups shall be fully and promptly reported to the Board.
- 16.8 All acts done in good faith at a Board meeting, or of a committee or working group of the Board shall be valid even if it is afterwards discovered that there was some defect in an appointment, or that any of them were disqualified from holding office or had vacated office or were 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 Director and had been entitled to vote.
- 16.9 A resolution in writing signed by all the Board entitled to receive notice of a meeting of the Board or of a committee of the Board shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more of the Directors.
- 16.10 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Board and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two Directors.
- 16.11 A Director may participate fully in a Board meeting by electronic means provided they can hear and be heard by all other participants. Taking part in this way will be treated as being present at the Board meeting and counting towards the quorum.

17. CONFLICTS OF INTEREST

- 17.1 To the extent required by law every Director shall disclose to the Charity all matters in which they have or a Connected Person has an interest which could, directly or indirectly, conflict with the interests of the Charity.

Conflicts of loyalty

- 17.2 To the extent required by law every Director shall avoid situations in which they have (or could have) a direct or indirect interest that conflicts (or could conflict) with the interests of the Charity. Where a Director is unable to avoid such a situation, this obligation is not infringed if:
- 17.2.1 the situation could not reasonably be regarded as likely to give rise to a conflict of interest; or
- 17.2.2 the matter has been proposed and authorised by the Directors in the manner set out in Article 17.3.
- 17.3 A matter proposed to the Board, in relation to which a Director has or could have an interest, may only be authorised by the Directors where:
- 17.3.1 subject to Article 17.4, any requirements as to the quorum at the Board meeting at which the matter is considered is met without counting the Director in question;

- 17.3.2 the matter is authorised without the Director in question voting on the matter (or would have been agreed to had their vote not been counted); and
 - 17.3.3 the Director in question is absent from the Board' meeting for that item unless expressly invited to remain to provide information.
- 17.4 Where there are insufficient Eligible Directors to form a quorum at a Board meeting (or part of it) the Eligible Directors present shall be deemed to form a quorum for the purpose of authorising the matter proposed to them under Article 17.2.2 provided that:
- 17.4.1 they are satisfied that the Director in question will not receive any direct or indirect benefit other than one permitted by these Articles; and
 - 17.4.2 the total number of Directors at the Board' meeting is equal to or higher than the usual quorum for the Board.

Conflicts in a transaction or arrangement

- 17.5 Subject to Article 17.6, where a Director or Connected Person has a direct or indirect interest in any proposed transaction or arrangement with the Charity, the Director must:
- 17.5.1 declare the nature and extent of that interest either at a Board' meeting or by Written notice before the Charity enters into the transaction or arrangement;
 - 17.5.2 be absent from the Board' meeting for that item unless expressly invited to remain in order to provide information;
 - 17.5.3 not be counted in the quorum for that part of the Board' meeting; and
 - 17.5.4 be absent during any vote and have no vote on the matter (whether in a Board meeting or by Written resolution).
- 17.6 Notwithstanding Article 17.5, a Director who is interested in a proposed transaction or arrangement with the Charity may participate in the decision-making process and count towards the quorum for that part of the Board meeting, and be permitted to vote, if the proposed transaction or arrangement:
- 17.6.1 cannot reasonably be regarded as likely to give rise to a conflict of interest for an interested Director;
 - 17.6.2 is one which applies to the interested Director in question in common with other third parties and there is no benefit to the interested Director in question over and above that afforded to other third parties;
 - 17.6.3 is with a charity of which an interested Director is a charity Director or with which they are otherwise connected and is in furtherance of the Objects and the proposed transaction or arrangement is not one which confers a personal benefit on the Director or a Connected Person;
 - 17.6.4 is with a company which is wholly owned by the Charity (or the Charity and other charities) and the Director does not have an interest otherwise than as an unpaid director of that company and the proposed transaction or arrangement is not one which confers a personal benefit on the Director or a Connected Person; or
 - 17.6.5 the proposed transaction or arrangement will create a benefit so negligible or minimal that it could not reasonably be regarded as giving rise to a conflict of interest.

18. DELEGATION

- 18.1 The Board may delegate the administration of any of its powers to individual Directors or to committees of Directors.
- 18.2 The Board may appoint any person or people who are not Directors to serve as independent members on a committee, but any such committee must have at least one Director on it at all times.
- 18.3 All acts and proceedings taken under such delegated authority must be reported to the Board as soon as reasonable.
- 18.4 Any committee of the Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than two members of the body concerned.

19. SECRETARY

A Secretary (who need not be a Director) may be appointed by the Board upon such terms as it may think fit.

20. MINUTES & RECORDS

- 20.1 The Directors shall cause the Charity to keep the following records in writing and in permanent form:
- 20.1.1 minutes of proceedings at general meetings;
 - 20.1.2 minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present at each such meeting;
 - 20.1.3 copies of resolutions of the Charity and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors; and
 - 20.1.4 particulars of appointments of officers made by the Directors.

21. ACCOUNTS

- 21.1 Proper accounting records shall be kept in accordance with the relevant provisions of the Companies Act, the Charities Act and the Statement of Recommended Practice issued by the Charity Commission and any modification or replacement of it from time to time.
- 21.2 The Board shall decide to what extent the Members shall have the right to inspect any (and if so which) accounting records and on what terms, and apart from that, no Member shall be entitled to inspect any accounting record.

22. ANNUAL REPORT & ANNUAL RETURN

The Directors shall comply with their obligations under the Charities Act with regard to the preparation of any annual report and annual return and their submission to the Charity Commission.

23. NOTICES, DOCUMENTS & OTHER INFORMATION

- 23.1 Any notice to be given to or by any person under these Articles shall be in Writing except that a notice calling a meeting of the Board need not be in writing.
- 23.2 A notice may be served:

- 23.2.1 personally;
 - 23.2.2 by sending it by first class post in a prepaid envelope addressed to a person's address or last known address and as it appears on the Register in the case of Members;
 - 23.2.3 by leaving it at their last known address; or
 - 23.2.4 by any appropriate means using Electronic Form.
- 23.3 "Address" in relation to electronic communications, includes any number or address used for the purpose of such communications.
- 23.4 A person whose address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be served is entitled to service of such notices at that address, but otherwise such a person is not entitled to receive any notice from the Charity.
- 23.5 Any notice if served by post, shall be deemed to have been served 48 hours after it was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted in accordance with Article 23.2.2.
- 23.6 Any notice contained in an electronic communication shall be deemed to have been delivered 48 hours after the communication was sent and electronic confirmation of receipt shall be conclusive evidence that the notice was served.
- 23.7 If a notice posted on a website used by the Charity was already on that website at the time the notice was sent, the notice will be deemed to have been sent on the day the notice was sent. If the notice was not on a website used by the Charity on the date the said notice was sent then it will be deemed to have been sent on the day on which the notice appeared on the website.

24. WEBSITE COMMUNICATION

- 24.1 The Charity may send any notice to Members by making them available on a website used by the Charity provided that:
- 24.1.1 each Member has been asked individually by the Charity to agree to communication via such a website (either generally or in relation to a specific notice);
 - 24.1.2 the Charity's request states clearly that if the Member fails to respond to the request within twenty-eight days of the date on which the request is sent, they will be deemed to have given such consent; and
 - 24.1.3 the Charity's request is not sent less than twelve months after a previous request made to the Member in relation to a similar class of documents.
- 24.2 The Charity must notify each Member who has agreed to receive communications through a website used by the Charity of the presence of the notice on the website, the website address, the place on the website where the notice can be found and how to access the notice.
- 24.3 Any notice posted on the Charity's website must be in a form that the Member can read and take a copy. The notice must be available on the website for either twenty-eight days from the date the notification was sent to the Member or for such other period as may from time to time be specified in the Companies Act.
- 24.4 A person present in person or by proxy at any meeting of which they were entitled to have notice is deemed to have received notice of the meeting and of the purposes for which it was called.
- 24.5 The accidental omission to give notice of a meeting to any person entitled to receive notice of it or the apparent non-receipt of such notice by any person does not invalidate any resolution passed at the meeting or any other proceeding at it.

25. INDEMNITY

- 25.1 Subject to the provisions of the Companies Act and these Articles but without prejudice to any indemnity to which they may otherwise be entitled, every Director or former Director of the Charity shall be indemnified out of the assets of the Charity against all costs and liabilities incurred by them in defending any proceedings or investigation by any regulatory authority, whether civil or criminal, in which judgement is given in their favour, or they are acquitted, or relief is granted to them by the court from liability or negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.
- 25.2 To the extent permitted by law from time to time the Charity may provide funds to every Director to meet expenditure incurred or to be incurred by them in any proceedings (whether civil or criminal) brought by any party in relation to the affairs of the Charity provided they will be obliged to repay such amounts no later than:
- 25.2.1 If they are convicted in proceedings, the date when the conviction becomes final; or
- 25.2.2 If judgement is given against them in proceedings, the date when the judgement becomes final; or
- 25.2.3 If the court refuses to grant them relief on any application under the Act, the date when refusal becomes final.
- 25.3 Subject to the provisions of the Act and these Articles, the Directors may purchase and maintain insurance at the expense of the Charity for the benefit of any Director of the Charity against any liability which may attach to them or loss or expenditure which they may incur in relation to anything done or alleged to have been done or omitted to be done as a Director.

26. ALTERATIONS TO THESE ARTICLES

- 26.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a General Meeting.
- 26.2 Alterations may only be made to:
- 26.2.1 the Objects; or
- 26.2.2 to any clause in these Articles which directs the application of property on dissolution; or
- 26.2.3 to any clause in these Articles which provides the Directors (or any one of them) with any benefit,
- with the Charity Commission's prior Written consent where this is required by law.
- 26.3 The Charity shall inform the Charity Commission and Companies House of any alterations to the Articles and all future copies of the Articles issued must contain such alterations.

27. RULES

- 27.1 The Board may from time to time establish such rules as they may consider necessary for or conducive to the effective operation of the Charity and its activities. In particular, but without prejudice to the generality of the above, such rules may regulate:
- 27.1.1 The admission of Members (including organisations) of the Charity, their rights and privileges and other conditions of membership and the terms on which they may resign, have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;

- 27.1.2 the conduct of Members in relation to one another;
- 27.1.3 the procedure at general meetings and meetings of the Board and committees of the Board in so far as such procedure is not regulated by the Articles;
- 27.1.4 generally all such matters as are commonly the subject matter of Charity rules.

28. DISSOLUTION

- 28.1 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Charity but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 6 chosen by the Members of the Charity at or before the time of dissolution and if that cannot be done then to some other Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.