

ARTICLES OF ASSOCIATION FOR A CHARITABLE
COMPANY LIMITED BY GUARANTEE

Articles of Association

of

INDEPENDENT CUSTODY VISITING ASSOCIATION

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PART 1A

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

In the articles, unless the context requires otherwise—

“**articles**” means the company’s articles of association;

“**bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“**chairman**” has the meaning given in article 15;

“**chairman of the meeting**” has the meaning given in article 29;

“**Charity Commission**” means the Charity Commission for England and Wales;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“**connected person**” means a child, parent, grandchild, grandparent, brother or sister of the director or any such person’s (or the director’s) spouse or civil partner or a person carrying on business in partnership with the director or with any other connected person or an institution controlled by the director and/or by one or more connected person or a company in which the director and/or any connected person has a substantial interest;

“**Court**” means the relevant court of law having jurisdiction in respect of the matter being referred to;

“**director**” means a director of the company, and includes any person occupying the position of director of the company, whether that person is in practice called a trustee or is given some other title;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**member**” has the meaning given in section 112 of the Companies Act 2006;

“**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**participate**”, in relation to a directors’ meeting, has the meaning given in article 13;

“**person**” can mean either an individual or a corporate organisation;

“**Police and Crime Commissioner**” means an elected person whose remit includes delivering an effective, efficient and accountable police service within his or her force area and includes any successor person or body performing a similar role and the term “Police and Crime Commissioners” shall be construed accordingly;

“**Police and Crime Commissioner region**” means a geographical area within which Police and Crime Commissioners (or the persons or corporate bodies charged with a similar function to Police and Crime Commissioners outside England and Wales but within the United Kingdom) share responsibility for infrastructure and share certain resources and which is agreed by the Association of Police and Crime Commissioners and the Association of Chief Police Officers or any successor bodies to constitute a single Police and Crime Commissioner region or which in the case of geographical areas outside England and Wales is agreed by the equivalent authority or authorities to constitute a single region in relation to the persons or corporate bodies charged with a similar function to Police and Crime Commissioners ;

“**proxy notice**” has the meaning given in article 35;

“**special resolution**” has the meaning given in section 283 of the Companies Act 2006;

“**subsidiary**” has the meaning given in section 1159 of the Companies Act 2006;
and

“**writing**” means 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.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

References to any of the Charities Acts include any statutory modification or re-enactment of it or them for the time being in force.

For the avoidance of doubt these articles are governed by the laws of England and Wales.

2. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the company’s debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

PART 1B

OBJECTS, POWERS, APPLICATION OF INCOME/PROPERTY, DIRECTORS’ BENEFITS

3. Objects

The objects for which the company is formed are:-

- (a) the relief of distress among persons who are held in custody in the United Kingdom and elsewhere by developing and promoting the efficient and effective provision of custody visiting; and
- (b) to advance the education of the public in matters and issues concerning the rights, health and wellbeing, and the conditions of facilities, of persons who are held in custody in the United Kingdom and elsewhere.

4. Powers

The company has power to do anything, which is calculated to further its objects, or is conducive or incidental to doing so. In particular it has power:

- (a) to raise funds and to invite and receive contributions, but in raising funds the company must not carry out any taxable permanent trading activities and must comply with any relevant legal requirements;
- (b) to set up branches and/or to work with other agencies or organisations having similar aims and, where appropriate, acquire, merge with or enter into any partnership, joint venture or other arrangement with other charities;
- (c) to assist relevant interested bodies in the formulation of best practice for custody visiting schemes;
- (d) to advise on, and assist in, the development of custody visiting training;
- (e) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (f) to support or oppose any change in the law which may affect the company's objects (or the achievement of them) and to comment publicly on social, political or economic issues which relate to the company's objects or their achievement;
- (g) to conduct research and collect information about issues relevant to the purposes of the company and to make the results of such research and such information available to interested people and organisations;
- (h) to create, hold, produce and/or contribute to performances, exhibitions, conferences, workshops, courses, lectures and other formal and informal educational and/or social events and training and other programmes using any available medium;
- (i) to write, create and/or publish text or material using any available medium;
- (j) to draw or accept cheques and other types of funds and to operate bank or other accounts in the name of the company;
- (k) subject (in the case of directors) to the restrictions contained in article 5, to employ staff, agents or consultants and to provide for their proper payment including any reasonable and necessary provision for the

payment of pensions and superannuation to or on behalf of employees and their dependants;

- (l) subject to such consents as may be required by law and subject (where relevant) to complying with the Charities Act 1993 as amended by the Charities Act 2006:
 - (i) to buy, lease, hire or otherwise acquire any property, assets or rights and to construct, maintain and alter any buildings or works;
 - (ii) to sell, let, licence, mortgage or dispose of all or any of the property or assets of the company;
 - (iii) to borrow or raise money for the purposes of the company on such terms and on such security as it shall think fit, but the company shall not undertake any taxable permanent trading activities in raising funds to achieve its charitable objects;
 - (iv) to lend money on such terms and subject to such security as may be thought fit;
 - (v) to invest any money of the company not immediately needed for its purposes in any way as it shall think fit and to take professional investment advice where necessary;
 - (m) to establish and support (or help in the establishment and support of) any charitable organisation and to subscribe or guarantee money for charitable purposes;
 - (n) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;
 - (o) to indemnify any director or former director against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006;
 - (p) to provide (alone or with others), at such places as the company may think fit, facilities for the supply of food and drink, but such food and drink shall only be available to people taking part in the activities of the company;
 - (q) to pay out of the funds of the company the costs of registering it as a charity; and
 - (r) to do all other lawful things which further any or all of the above objects.

5. Application of income and property and directors' benefits

- (a) The income and property of the company shall be applied solely towards the promotion of the objects.
- (b) A director is entitled to be reimbursed by the company for reasonable expenses incurred on behalf of the company.
- (c) None of the income or property of the company may be paid out by way of dividend or otherwise by way of profit to any member of the company. Subject to sub-paragraph (d) below, this does not prevent a member receiving a benefit in his or her capacity of a beneficiary of the company's services or receiving reasonable remuneration for any goods or services supplied to the company.
- (d) No director or connected person may buy any goods or services from the charity on preferential terms nor sell goods or services nor sell or rent any interest in land to the company nor be employed by or receive any remuneration from the company (other than reimbursement of reasonable expenses) nor receive any other financial benefit from the company (other than the indemnity or indemnity insurance referred to in article 4 (n) and (o)) unless either:
 - (i) the payment or benefit is permitted by sub-paragraph (e) below or
 - (ii) the directors obtain the prior written approval of the Charity Commission and comply with any procedures it prescribes.
- (e) A director or connected person may:
 - (i) receive a benefit from the company in the capacity of a beneficiary of its services
 - (ii) enter into a contract for the supply of services or goods to the company to the extent permitted by (and subject to the conditions contained in) section 73A to 73C of the Charities Act 1993 and subject to the safeguards contained in sub-paragraph (f) below
 - (iii) receive interest on money lent to the company at a reasonable rate which must be at least 2% per annum below the base rate of a clearing bank selected by the directors (and for the avoidance of doubt no interest shall be payable if the base rate is 2% or lower)
 - (iv) receive rent for premises let by the director or connected person to the company if the amount of rent and the other terms of the lease are reasonable and provided that the director concerned is absent or withdraws at the relevant time from any meeting at which such a proposal is under discussion.
- (f) In relation to the goods supplied by a director or connected person (the "supplier") to the company otherwise than in connection with services provided to the company, the company may only rely on the authority provided by sub-paragraph (e)(ii) above if:

- (i) the amount or maximum amount of the payment is set out in a written agreement between the company and the supplier
 - (ii) that amount is reasonable in the circumstances
 - (iii) the other directors are satisfied that it is in the company's best interests to contract with the supplier and
 - (iv) a majority of the directors then in office are not in receipt of remuneration or payments authorised by paragraph (e) above.
- The supplier must be absent or withdraw at the relevant time from any meeting at which the proposed supply is discussed and is not to be counted when calculating whether a quorum of directors is present. The directors shall record the reason for their decision in the company's minute book.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority

(1) Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

7. Directors may delegate

(1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.

(2) The directors may impose conditions when delegating, including the conditions that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- (b) no expenditure may be incurred on behalf of the company except in accordance with a budget previously agreed with the directors.

(3) The directors may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

8. Committees

(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees which prevail over rules derived from the articles if they are not consistent with them.

(3) In addition to setting up committees of the nature envisaged by article 7 above the directors may also from time to time set up advisory committees (which may include non-directors) to assist the directors in their decision-making process.

9. Rules

(1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or useful for the proper conduct and management of the company, save that no rule or bye law shall be inconsistent with or shall purport to repeal anything contained in these articles.

(2) The rules or bye laws may regulate (but are not restricted to) the following matters:-

- (a) the admission of members, the rights and privileges of members and the subscriptions and other fees or payments to be made by members (if any) and different categories of membership, associate membership etc;
- (b) the procedure at general meetings and directors' meetings insofar as such procedure is not regulated by these articles or the Companies Acts;
- (c) the conduct of members, employees and volunteers; and
- (d) generally all such matters as are commonly the subject matter of company rules.

(3) The company in general meeting has the power to alter, add to or repeal any of the rules or bye laws.

(4) The directors must adopt such means as they consider sufficient to bring the rules and bye laws to the notice of the members.

DECISION-MAKING BY DIRECTORS

10. Directors to take decisions collectively

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 11.

11. Unanimous decisions

(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

12. Calling a directors' meeting

(1) Any director may call a directors' meeting by giving not less than 14 days' notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director and must be in writing.

13. Participation in directors' meetings

(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

(4) If a particular director is unable to participate in a directors' meeting then that director may by notice in writing to the company nominate another person to attend the meeting to represent that director's views.

14. Quorum for directors' meetings

(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than 3 directors.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the members to appoint further directors.

15. Chairing of directors' meetings

(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint the vice chairman to chair the meeting if a vice chairman has been chosen and is at the meeting and willing to chair it, failing which the directors must appoint one of themselves to chair the meeting.

16. Casting vote

(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

17. Declaration and conflicts of interest

(1) A director must declare the nature and extent of any interest which he or she has in an actual or proposed transaction or arrangement with the company and must absent himself or herself from any discussions in which a conflict may arise between his/her duty to act solely in the interests of the company and any personal interest.

(2) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person (other than one involving a direct or indirect benefit to that director) and the conflict is not authorised by virtue of any other provisions in these articles, the unconflicted directors may authorise such a conflict if (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person, (b) the conflicted director does not vote on any such matter and is not counted when determining whether there is a quorum and (c) the unconflicted directors consider it to be in the interests of the company to authorise the conflict in the circumstances.

(3) Subject to paragraph (4), if a question arises as to the right of a director to participate in a meeting for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(4) If any question as to the right to participate in a meeting should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting for voting or quorum purposes.

18. Records of decisions to be kept

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

19. Methods of appointing directors

(1) Subject to the provisions of article 19(2), the company may by ordinary resolution appoint a person who is willing to act as a director PROVIDED ALWAYS that it may only appoint either (a) a Police and Crime Commissioner (b) in the case of regions within the United Kingdom but outside England and Wales, a person or corporate body who or which is charged with a similar function to a Police and Crime Commissioner or (c) a person chosen by a Police and crime commissioner or by a person or corporate body falling within (b) above as his, her or its representative and for the avoidance of doubt (if for example all Police and Crime Commissioners cease to be individuals and become corporate bodies) the company shall ensure that at all times it has at least one director who is an individual (as distinct from a corporate director).

(2) The company shall try to ensure that at all times it shall have at least one director representing each individual Police and Crime Commissioner region, and whenever a director retires or resigns the company shall ensure (insofar as this is practicable) that a replacement director is appointed from the same Police and Crime Commissioner region as the retiring or resigning director.

(3) No person other than a director retiring by rotation may be appointed as a director at any general meeting unless either (a) that person is recommended for election by the directors or (b) not less than 7 days nor more than 35 days before the date of the relevant general meeting the company is given a notice signed by a member stating that member's intention to propose the appointment of a person as a director and is also signed by the proposed appointee.

(4) The directors may co-opt a person who is willing to act to be a director (and who may be but does not have to be a Police and Crime Commissioner or person or body charged with a similar function outside England and Wales or his, her or its chosen representative, but such person must then retire at the next annual general meeting although he or she shall be eligible for re-election if article 19(2) is complied with in relation to that person.

20. Number of directors

The number of directors shall not be less than 8 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

21. Retirement of directors

(1) At each annual general meeting one-third of the directors (to the nearest whole number) must retire from office (and the term 'directors' in this context excludes any persons temporarily appointed pursuant to article 19(3)). The directors to retire shall be those who have been longest in office since their last appointment, and if any such

directors were appointed on the same day those to retire shall (unless they agree otherwise amongst themselves) be determined by lot.

(2) If a director retires pursuant to article 21(1) he or she may apply for re-election and may be re-appointed pursuant to article 19(1).

22. Termination of director's appointment

A person ceases to be a director as soon as—

(a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director or a charity trustee by law;

(b) a bankruptcy order is made against that person;

(c) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(d) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

(e) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

(f) that person is removed from office by a resolution passed pursuant to section 168 of the Companies Act 2006;

(g) that person fails without reasonable excuse to attend three consecutive board meetings; or

(h) a majority of the directors vote to remove that person from office on any ground PROVIDED THAT he or she has been given an opportunity to be heard at a directors' meeting.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER / REGISTER OF MEMBERS

23. Applications for membership

No person other than the subscribers to the company's memorandum of association (whether an individual or an organisation) shall become a member of the company unless—

- (a) that person has completed an application for membership in a form approved by the directors,
- (b) the directors have approved the application, and
- (c) that person is either (i) a Police and Crime Commissioner or in the case of regions within the United Kingdom but outside England and Wales a person or corporate body who or which is charged with a similar function to a Police and Crime Commissioner (together "**A Commissioner or Equivalent**") or (ii) an individual chosen by A Commissioner or Equivalent as his, her or its representative in place of that Commissioner or Equivalent.

24. Register of members

The directors shall keep a register of names and addresses of the members.

25. Termination of membership

- (1) A member may withdraw from membership of the company by giving one month's notice to the company in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or (in the case of an organisation) ceases to exist.
- (4) The directors shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED ALWAYS that the member concerned shall have a right to be heard before a final decision is made. Where a complaint against a member is under investigation the directors may temporarily suspend that person's membership pending the outcome of the investigation.
- (5) Failure to pay any subscription or any other sum due to the company within three months of it falling due shall result in the disqualification of the relevant member.

GENERAL MEETINGS

26. Calling general meetings

- (a) The company shall hold an annual general meeting once in every calendar year.
- (b) The directors may call a general meeting at any other time.
- (c) At least 14 days' notice of the date of any general meeting shall be given to all members, except that a general meeting may be called by shorter notice if it is so agreed by a majority in number of members who together hold not less than 90% of the voting rights.
- (d) The notice must state the date, time and place of the meeting and the general nature of the business to be conducted, and if the meeting is to be an annual general meeting the notice shall state this. The notice must also contain a statement setting out the right of members to appoint a proxy.
- (e) The notice must be given to all members and to the auditors.

27. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

28. Quorum for general meetings

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum, and the quorum shall be 3 of the members.

29. Chairing general meetings

(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start the directors present must appoint the vice chairman to chair the meeting if a vice chairman has been chosen and is at the meeting and is willing to chair it, failing which they must appoint another director or a member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

30. Attendance and speaking by non-members

The chairman of the meeting may permit persons who are not members of the company to attend and speak at a general meeting.

31. Adjournment

(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or
- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must—

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

32. Voting: general

(1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

(2) Each member shall have one vote.

33. Errors and disputes

(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

34. Poll votes

(1) A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote, or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

(a) the chairman of the meeting;

(b) the directors;

(c) two or more persons having the right to vote on the resolution; or

(d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

35. Content of proxy notices

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

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as—

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

36. Delivery of proxy notices

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

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

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

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

37. Amendments to resolutions

(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

38. Written resolutions

A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

(a) a copy of the proposed resolution has been sent to every eligible member,

(b) a simple majority (or in the case of a special resolution by a majority of not less than 75%) of members has signified its agreement to the resolution, and

(c) each member's agreement is contained in an authenticated document which has been received by the company within 28 days after (and including) the date on which the resolution was circulated.

PART 4

ADMINISTRATIVE ARRANGEMENTS

39. Means of communication to be used

(1) 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 authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

40. Accounts

The directors shall ensure that accounts are prepared for each financial year and shall ensure that accounting records are kept, in each case as required by the Companies Acts.

41. No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

42. Annual Report and Return and Register of Charities

(1) The directors must comply with the requirements of the Charities Act 1993 with regard to the transmission of the statements of account to the company and the preparation of an Annual Report and an Annual Return and their transmission to the Charity Commission.

(2) The directors must notify the Charity Commission promptly of any necessary changes to the company's entry on the Central Register of Charities.

DIRECTORS' INDEMNITY

43. Indemnity

- (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that director as an officer of the company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article—
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a “relevant director” means any director or former director of the company or an associated company.

PART 5 DISSOLUTION

44. Dissolution

- (1) The members of the company may at any time before (and in expectation of) its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid (or provision for them has been made) shall on or before the dissolution of the company be applied (i) directly in pursuance of the company's objects, (ii) by transfer to another charity or charities whose purposes are similar to the company's objects or (iii) to any other charity or charities for use for particular purposes which fall within the company's objects.
- (2) Subject to any such resolution of the members, the directors may at any time before (and in expectation of) the company's dissolution resolve that any net assets of the company after all its debts and liabilities have been paid (or provision made for them) shall on or before the dissolution of the company be applied in any manner set out in sub-paragraphs (i) to (iii) of article 44(1).
- (3) In no circumstances shall the net assets of the company be paid to, or distributed amongst, the members of the company (except to a member that is itself a charity), and if no resolution is made by either the members or the directors in accordance with

this article 44 the net assets of the company shall be applied for charitable purposes as directed by the Court or by the Charity Commission.