

Company No 00468425

The Companies Act 2006

Company limited by guarantee not having a share capital

**Articles of Association of
East Grinstead Memorial Estate Limited¹
(adopted on 20th June 2018)**

¹ Changed from East Grinstead War Memorial Limited on 25 May 2017

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PART 1

INTERPRETATION, PURPOSE AND LIMITATION OF LIABILITY

1. Defined terms

1.1 In these articles, unless the context requires otherwise:

“articles” means the Charity’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;

“chair” has the meaning given in article 15;

“chair of the meeting” has the meaning given in article 35;

“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 Charity;

“Charity” means East Grinstead War Memorial Limited, company number 00468425;

“Connected person” means

- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
- (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
 - (a) by the director or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause 4(a), when taken together
- (5) a body corporate in which –
 - (a) the director or any connected person falling within sub- clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
 - (c) sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

“director” means a director of the Charity, and includes any person occupying the position of director, by whatever name called;

“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;

“proxy notice” has the meaning given in article 42;

“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.

- 1.2 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 Charity.
- 1.3 Words in the singular shall include the plural and *vice versa*. Any reference to a statutory provision shall include where the context permits, the subordinate legislation made from time to time under that provision and any reference to a statutory provision shall include that provision as from time to time modified or re-enacted so far as such modification or re-enactment applies or is capable of applying to such reference.
- 1.4 Headings and sub-headings are for convenience only and shall not affect the interpretation of these articles.

2. Objects

The objects for which the Charity is established are:

- (a) To provide and maintain, as a memorial to the men, women and children of East Grinstead who lost their lives in the 1939-1945 war, a public park with playing fields, recreation grounds, or other recreational or educational facilities, for the people of East Grinstead.
- (b) To encourage and promote any form of public recreation or education or any other charitable object, including by the making of grants for the benefit of the people of East Grinstead.
- (c) To purchase or otherwise acquire land (to the extent permitted by law) for any estate or interest for any of the above purposes.
- (d) To erect, maintain, alter and improve any buildings or other construction which are necessary or convenient in connection with any of the above purposes.
- (e) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity as may be thought expedient with a view to the promotion of its objects.
- (f) To undertake and execute any trusts which may lawfully be undertaken by the Charity and may be conducive to its objects provided that such trusts shall be for charitable purposes only.
- (g) To borrow or raise money for the purposes of the Charity on such terms and on such security as may be thought fit.
- (h) To invest the moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commission shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (i) To raise, obtain collect and accept moneys and funds by way of subscriptions, donations, legacies, grants or otherwise in any such manner and subject to any such conditions as may be lawful and to accept and receive gifts of property of any description whether real or personal and including land of any kind whether subject or not to any special trusts being trusts for charitable purposes only for or towards the objects of the Charity or any of them.
- (j) To enter into any arrangements with any national governments, local authorities or other such bodies, that may seem conducive to the Charity's objects, or any of them, and to obtain from any such government, authority or other body, any rights, privileges, and concessions which the Charity may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- (k) To establish and support or aid in the establishment and support of any charitable Associations or Institutions, and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Charity or calculated to further its objects.
- (l) To do all such other acts and things as are incidental or conducive to the above objects or any of them PROVIDED that if the Charity takes or holds any property subject to the jurisdiction of the Charity Commission, the Charity 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 the directors of the Charity shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would have been as such directors if no incorporation had been effected and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Charity Commission over such directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated. If the Charity takes or holds any property which may be subject to any trusts, the Charity shall only deal with the same in such manner as allowed by law, having regard to such trusts.

3. Non-distribution of income

The Charity shall apply the income and property of the Charity from whatever sources, solely towards its activities and no part of such income shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of the Charity. Nothing in these articles shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or employee of the Charity or to any member of the Charity in return for any services provided to the Charity, nor prevent the payment of interest at a reasonable rate on money lent or reasonable and proper rent for premises demised or let by any member to the Charity.

4. 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 Charity in the event of its being wound up while they are a member or within one year after they cease to be a member, for:

- a) payment of the company's debts and liabilities contracted before they cease 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.

5. Winding up

If on the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other organisation having objects or carrying on activities similar to those of the Charity and prohibiting the distribution of its or their income and property among its or their members, and if and so far as effect cannot be given to such provision, then to some charitable purpose.

6. Directors' expenses

The Charity may pay any reasonable expenses which the directors properly incur in connection with their attendance at meetings of directors or committees of directors and at general meetings, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Charity.

7. Other benefits and payments to directors and connected persons

7.1 General provisions

No director or connected person may:

- (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from, the Charity;
- (d) receive any other financial benefit from the Charity;

unless the payment is permitted by article 6 or by sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

7.2 Scope and powers permitting directors' or connected persons' benefits

- (a) A director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the directors do not benefit in this way.
- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this article a director or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the director or connected person.
- (d) A director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A director or connected person may receive rent for premises let by the director or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A director or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

7.3 Payment for supply of goods only – controls

The Charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Charity.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other directors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
- (f) The reason for their decision is recorded by the directors in the minute book.
- (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.

7.4 In sub-clauses (2) and (3) of this article:

'Charity' includes any company in which the Charity:

- (i) holds more than 50% of the shares; or
- (ii) controls more than 50% of the voting rights attached to the shares; or
- (iii) has the right to appoint one or more directors to the board of the company.

8. Declaration of directors' interests

A director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A director must absent themselves from any discussions of the directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

9. Conflicts of interest and conflicts of loyalties

9.1 If a conflict of interests arises for a director because of a duty of loyalty owed to another

organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- (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 to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the unconflicted directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

9.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

10. Directors' general authority

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

11 Members' reserve power

11.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

11.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

12. Directors may delegate

12.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

12.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

12.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

13. Committees

13.1 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.

13.2 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.

DECISION-MAKING BY DIRECTORS

14. Directors' decisions

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 by resolution in writing in accordance with article 15.

15. Resolutions in writing

- 15.1 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.
- 15.2 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.
- 15.3 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.
- 15.4 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.

16. Calling a directors' meeting

- 16.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 16.2 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.
- 16.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 16.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Charity not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

17. Participation in directors' meetings

- 17.1 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.
- 17.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 17.3 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.

18. Quorum for directors' meetings

- 18.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 18.2 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 two, and unless otherwise fixed it is three.
- 18.3 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.

19. Chairing of directors' meetings

- 19.1 The directors may appoint a director to chair their meetings.
- 19.2 The person so appointed for the time being is known as the chair.
- 19.3 The directors may appoint one or more other directors as vice chairs to chair directors' meetings in the chair's absence.
- 19.4 The directors may terminate the appointment of the chair or vice chair at any time.
- 19.5 If neither the chair nor any vice chair is participating in a meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

20. Casting vote

- 20.1 If the numbers of votes for and against a proposal are equal, the chair or other director chairing the meeting has a casting vote.
- 20.2 But this does not apply if, in accordance with the articles, the chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

21. Records of decisions to be kept

- 21.1 The directors must ensure that the Charity 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 or any of its committees.
- 21.2 Any minutes, if purporting to be signed by the chair of the meeting at which the proceedings were conducted or by the chair of the next succeeding meeting, shall be conclusive evidence of any such proceedings without any further proof of the facts stated in them.
- 21.3 All acts carried out in good faith by any meeting of the directors or of any Committee of them or by any person acting as a director shall notwithstanding it is discovered afterwards that there was some defect in the appointment of any such member(s) or person(s) so acting or that they or any of them were disqualified 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 was entitled to vote.

22. Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

23. Number of directors

There shall be at least five but not more than thirteen directors.

24. Who can hold office

Only members of the Charity shall be eligible to hold office as a director.

25. Methods of appointing directors

- 25.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution or by a decision of the directors.
- 25.2 In any case where, as a result of death, the Charity has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

25.3 For the purposes of paragraph 25.2, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

26. Appointment by ordinary resolution

No one other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless:

- (a) They are recommended by the directors;
- (b) They have been appointed by the directors since the last AGM;
- (c) Not less than 14 nor more than 35 clear days before the date appointed for the meeting, notice authenticated by a member entitled to vote at the meeting has been given to the Charity of the intention to propose the person for appointment or reappointment stating the person's full name and address, together with a statement authenticated by the person of their willingness to be appointed or reappointed.

27. Retirement by rotation

At every annual general meeting, any directors:

- (a) who have been appointed by the directors since the last annual general meeting, or
- (b) who were not appointed or reappointed at one of the preceding two annual general meetings, must retire from office and may offer themselves for reappointment by the members.

28. 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 by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) notification is received by the Charity from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (f) that person ceases to be a member of the Charity;
- (g) that person has been absent without permission of the directors for more than six consecutive months from meetings of directors held during that period and the directors resolve that their office be vacated; or
- (h) notice in writing is served upon them that their appointment as a director shall terminate immediately, signed by at least three-quarters of the other directors.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

29. Applications for membership

No person shall become a member of the Charity unless:

- (a) that person has completed an application for membership in a form approved by the directors and paid any amount of joining fee or subscription which the directors have determined shall be due, and
- (b) the directors have approved the application.

30. Termination of membership

30.1 A member may withdraw from membership of the Charity by giving 7 days' notice to the Charity in writing.

30.2 Membership is not transferable.

30.3 A person's membership terminates when:

- (a) that person dies or ceases to exist.
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that that person has become physically or mentally incapable of acting as a member and may remain so for more than three months.
- (e) if they are in arrears after more than three months from the due date with any subscription or other sum due and payable to the Charity in respect of their membership.
- (f) if they wilfully neglect or refuse to comply with any provisions of the articles or are guilty of acts or conduct contrary or prejudicial to the objects, interests or influence of the Charity and a resolution for their exclusion from membership is passed by a majority of the directors present and entitled to vote at a duly convened directors' meeting.

DECISION MAKING BY MEMBERS

31. Organisation of general meetings

31.1 The Charity shall hold a general meeting once in each calendar year as its annual general meeting, to receive the annual report and accounts, to elect directors in place of those retiring, to appoint auditors if required by the Companies Acts and to authorise the directors to set their remuneration and to transact any other business of which proper notice has been given.

31.2 The annual general meeting shall be held at such time and place as the directors shall determine.

31.3 All general meetings other than annual general meetings shall be called general meetings.

31.4 The directors may call general meetings and, at the requisition of members under the provisions of the Companies Acts, shall convene a general meeting in accordance with the provisions of the Companies Acts.

32. Notice of general meetings

An annual general meeting shall be called by at least twenty-one clear days' notice. All other general meetings shall be called by at least fourteen clear days' notice.

33. Members' power to call general meeting to appoint directors

If:

- (a) the Charity has fewer than two directors, and
- (b) the director (if any) is unable or unwilling to appoint sufficient directors to make up a quorum or to call a general meeting to do so,

then two or more members may call a general meeting (or instruct the Company secretary to do so) for the purpose of appointing one or more directors.

34. Attendance and speaking at general meetings

34.1 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.

34.2 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.

- 34.3 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.
- 34.4 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.
- 34.5 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.
- 34.6 No member shall be entitled to attend in person or by proxy at any general meeting if they are in arrears after more than three months from the due date, with any subscription or any other sum due and payable to the company in respect of their membership.

35. Quorum for general meetings

- 35.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 35.2 A quorum is five members present in person, or by proxy.

36. Chairing general meetings

- 36.1 If the directors have appointed a chair, that person shall chair general meetings if present and willing to do so.
- 36.2 If the directors have not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- (a) any vice chair may chair the meeting if present and willing to do so; or
 - (b) the directors present, or (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 36.3 The person chairing a meeting in accordance with this article is referred to as “the chair of the meeting”.

37. Attendance and speaking by non-members

The chair of the meeting may permit other persons who are not members of the Charity, or otherwise entitled to exercise the rights of members in relation to general meetings, to attend and speak at a general meeting.

38. Adjournment

- 38.1 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 chair of the meeting must adjourn it.
- 38.2 The chair 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 chair 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.
- 38.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 38.4 When adjourning a general meeting, the chair 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.

- 38.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity 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 Charity's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- 38.6 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

39. Voting: general

- 39.1 Every member shall have one vote.
- 39.2 No member shall be entitled to vote in person or by proxy at any general meeting if they are in arrears after more than three months from the due date, with any subscription or any other sum due and payable to the company in respect of their membership.
- 39.3 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.

40. Errors and disputes

- 40.1 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.
- 40.2 Any such objection must be referred to the chair of the meeting whose decision is final.

41. Demanding a poll

- 41.1 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.
- 41.2 A poll may be demanded by—
- (a) the chair of the meeting;
 - (b) the directors;
 - (c) three 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.
- 41.3 A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
 - (b) the chair of the meeting consents to the withdrawal.

42. Procedure on a poll

- 42.1 Subject to the articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.
- 42.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 42.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.
- 42.4 A poll on the election of the chair of the meeting, or a question of adjournment, must be taken immediately.

- 42.5 Other polls must be taken within 30 days of their being demanded.
- 42.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.
- 42.7 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.
- 42.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

43. Content of proxy notices

- 43.1 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 Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 43.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 43.3 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.
- 43.4 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.

44. Delivery of proxy notices

- 44.1 Any notice of a general meeting must specify the address or addresses ("proxy notification address") at which the Charity or its agents will receive proxy notices relating to that meeting, or any adjournment of it, delivered in hard copy or electronic form.
- 44.2 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 Charity by or on behalf of that person.
- 44.3 Subject to paragraphs 44.4 and 44.5, a proxy notice must be delivered to a proxy notification address not less than 48 hours (excluding non-working days) before the general meeting or adjourned meeting to which it relates.
- 44.4 In the case of a poll taken more than 48 hours after it is demanded, the notice must be delivered to a proxy notification address not less than 24 hours before the time appointed for the taking of the poll.
- 44.5 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the proxy notice must be delivered
- (a) in accordance with paragraph 44.3, or
 - (b) at the meeting at which the poll was demanded to the chair, secretary or any director.
- 44.6 An appointment under a proxy notice may be revoked by delivering a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given to a proxy notification address.
- 44.7 A notice revoking a proxy appointment only takes effect if it is delivered before—

- (a) the start of the meeting or adjourned meeting to which it relates, or
 - (b) (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.
- 44.8 If a proxy notice is not signed 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.
- 45. Amendments to resolutions**
- 45.1 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 chair or company secretary 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 chair of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 45.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a) the chair 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.
- 45.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, their error does not invalidate the vote on that resolution.

PART 4 ADMINISTRATIVE ARRANGEMENTS

46. Notices

- 46.1 Anything sent or supplied by or to the Charity under these Articles (including but not limited to any notice or other document) may be sent or supplied in any way in which the Companies Acts provide for documents or information to be sent or supplied by or to the Charity (including by means of a website and/or by use of Electronic Communications).
- 46.2 Any notice to be given to or by any person under these Articles shall be in writing (except that a notice convening a meeting of directors need not be in writing) or shall be given by means of a website and or by use of an Electronic Communication to an address for the time being notified for that purpose to the person giving the notice. Nothing in this Article 46 shall affect any requirements of the Companies Acts that any particular offer, notice or other document be served in any particular manner.
- 46.3 In this Article 46, "address" in relation to Electronic Communications includes any number, electronic mail address or other address used for the purposes of such communications.
- 46.4 The Charity may give any notice or document to a member, either personally or by sending it by post or other delivery service in a first-class prepaid envelope addressed to the member at their registered address or by leaving it at that address. The Charity may give any notice or document to any member by means of a website and/or by use of an Electronic Communication to an address for the time being notified to the Charity by the member.
- 46.5 Where a member has a registered address outside the United Kingdom but has notified the Charity of an address within the United Kingdom at which notices or other documents may be given to them or an address to which notices may be sent using Electronic Communication or by means of a website, they shall be entitled to have notices given to them at that address or by means of a website, but otherwise no such member shall be entitled to receive any notice or document from the Charity.

- 46.6 If on two consecutive occasions notices or other documents have been sent through the post to any member at their registered address or their address for the service of notices but have been returned undelivered, such member shall not thereafter be entitled to receive notices or other documents from the Charity until they shall have communicated with the Charity and supplied in writing a new registered address or address within the United Kingdom for the service of notices.
- 46.7 Any member present, in person or by proxy at any meeting of the Charity shall be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was called.
- 46.8 Any notice or other document, addressed to a member at their registered address or address for service in the United Kingdom shall, if sent by post, be deemed to have been given at the expiration of 24 hours after the envelope was posted and, if sent by Electronic Communication (including by means of a website), be deemed to have been given at the expiration of 24 hours after the Electronic Communication was sent or placed on the website. In proving such service or delivery it shall be sufficient to prove that the envelope containing the notice or document was properly addressed and put into the post as a prepaid letter or, in the case of a notice sent by Electronic Communication, to prove that it was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators.
- 46.9 Any notice or other document not sent by post but delivered or left at a registered address or address for service in the United Kingdom shall be deemed to have been served or delivered on the day on which it was so delivered or left.
- 46.10 Any notice to be given by the Charity to the members or any of them and not otherwise provided for by these Articles shall be sufficiently given if given by advertisement in at least one leading daily national newspaper published in the United Kingdom. Any notice given by advertisement shall be deemed to have been served at noon on the day on which the advertisement first appears.

47. Company seals

- 47.1 Any common seal may only be used by the authority of the directors.
- 47.2 The directors may decide by what means and in what form any common seal is to be used.
- 47.3 Unless otherwise decided by the directors, if the Charity has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 47.4 For the purposes of this article, an authorised person is:
- (a) any director of the Charity;
 - (b) the company secretary; or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

48. Inspection of accounts and other records

The accounts and books of the Charity shall be open (on reasonable notice, being at least 14 days') to the inspection of any member of the Charity at the Charity's registered office and in the presence of a director.

49. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the Charity or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Charity or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

50. Indemnity

50.1 Subject to paragraph (2), a relevant director of the Charity or an associated company may be indemnified out of the Charity'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 Charity or an associated company,
- (b) any liability incurred by that director in connection with the activities of the Charity 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 Charity or an associated company.

50.2 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.

50.3 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 Charity or an associated company.

51. Insurance

51.1 The directors may decide to purchase and maintain insurance, at the expense of the Charity, for the benefit of any relevant director in respect of any relevant loss.

51.2 In this article:

- (a) a "relevant director" means any director or former director of the company or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Charity, any associated company or any pension fund or employees' share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.