

The Companies Acts 1985 & 1989

A COMPANY LIMITED BY GUARANTEE
Memorandum of Association of

Hebden Bridge Partnership Limited

as amended 31 Aug 2010

1. The name of the Charity is “Hebden Bridge Partnership Limited”.
2. The registered office of the Charity will be situated in England.
3. Aims and Objectives:
 - (a) To work with other public, private and voluntary bodies to promote the environmental economic and social regeneration of Hebden Royd and the four adjacent parishes of Blackshaw Head, Erringden, Heptonstall and Wadsworth.
 - (b) To develop initiatives aimed at making Hebden Royd and the four adjacent parishes of Blackshaw Head, Erringden, Heptonstall and Wadsworth better places in which to invest, live, work, shop and enjoy leisure activities.
 - (c) To inform the people and businesses in Hebden Royd and the adjacent parishes of the work of the Partnership.
4. In furtherance of the above, the Charity shall have the following powers:
 - (a) To provide services and support to local groups so that they carry out activities, including directing them to accessible sources of funding.
 - (b) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights of privileges which the Charity may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections which the Charity may think necessary for the promotion of its objects;
 - (c) To purchase or otherwise acquire or found and to carry on schools and training courses, and to run lectures, seminars, conferences, and courses;
 - (d) To make appeals for money and to solicit subscriptions to the funds of the Charity and to accept any gifts of real or personal property including those subject to any trust and/or conditions compatible with the objects of the Charity and to undertake to carry out any such trust and/or conditions compatible with the objects of the Charity;
 - (e) To borrow or raise money for the Charity on such terms and on such security as may be thought fit;
 - (f) To engage or employ such personnel (whether as employees, consultants, advisers or however) as may be necessary to the promotion of the objects of the Charity;
 - (g) To establish and support or aid in the establishment and support of any company, society, co-operative, firm or other organisation the promotion of which shall in any way be calculated to advance directly or indirectly the objects or interests of the Charity;
 - (h) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm, or company carrying on any business which the Charity is authorised to carry on;
 - (i) To invest the monies of the Charity not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law;
 - (j) To enter into any partnership or joint-purse or profit-sharing arrangement with any organisation, company, firm or person carrying on or proposing to carry on any activities within the objects of the Charity, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of any such company;

- (k) To obtain all necessary permits, licences or trade marks required for the purpose of enabling the Charity to carry out its objects upon such terms and conditions as it may think fit;
- (l) To open and operate bank accounts and other facilities for banking;
- (m) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant easements, licences and other rights in or over, and in any manner deal with or dispose of the undertaking and any or all of the property and assets for the time being of the Charity for such consideration as the Charity may think fit, subject to the provisions of clause 5;
- (n) To establish, maintain or join and subscribe to any retirement benefit scheme for the benefit of any persons who are or were at any time employees of the Charity or their dependants;
- (o) To make payments for social or charitable purposes connected or compatible with the objects of the Charity except that the Charity shall not support or make grants to any organisation of a political nature;
- (p) To publish books, pamphlets, reports, leaflets, journals, films and instructional matter;
- (q) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

The above objects and powers are subject to the following restrictions:

if the Charity takes or holds any property which is subject to any trusts, the Charity shall only deal with or invest it in such manner as allowed by law, having regard to those trusts; the Charity shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or conditions which if an object of the Charity would make it a trade union or association of employers; and

if the Charity takes or holds any property subject to the jurisdiction of the Charity Commissioners for England and Wales (“the Commissioners”), the Charity shall not sell, mortgage, charge or lease it without such authority, approval or consent as is required by law.

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of the objects of the Charity as set out in this memorandum of association, and no part of it shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Charity or its governing body.
- 5.2 No trustee or director or member of the Charity’s Board of Directors shall be appointed to any office paid by salary or fees or receive any remuneration or other benefit in money or money’s worth from the Charity except that nothing in this shall prevent the payment, in good faith, of
 - (1) reasonable out-of-pocket expenses;
 - (2) reasonable and proper expenses actually incurred on behalf of the Charity,
 - (3) interest at a reasonable and proper rate (not exceeding 2% lower than the published base lending rate of a charging bank to be selected by the directors) on money lent to the Charity;
 - (4) reasonable and proper rent for real and personal property demised or let to the Charity;
 - (5) fees, remuneration or other benefit in money or money’s worth to a company of which a Director may be a member holding not more than 1% of the capital of that company;
 - (6) the usual professional fees for business done by any Trustee or director, who is a solicitor, accountant or other person engaged in a profession, or any partner of his or hers, when instructed by the charity to act in a professional capacity on its behalf, but at no time shall a majority of the Trustees or directors benefit under this provision and that a Trustee or director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner is under discussion.

6. No addition or alteration shall be made to the objects clause in the Charity's memorandum or any provision in its memorandum of association or provision in its articles of association, which is a provision directing or restricting the manner in which the property of the Charity may be used or applied without the prior consent of the Charity Commissioners.
7. The liability of members is limited.
8. Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up while s/he or it is a member or within one year after s/he or it ceases to be a member for payment of the debts and liabilities of the Charity contracted before s/he or it ceased to be a member, and of the costs, charges or expenses of winding up and for the adjustments of the rights of the contributories amongst themselves, such amount as may be required not exceeding one pound sterling.
9. In the event of the winding up or dissolution of the Charity, after the satisfaction of all its debts and liabilities, any assets remaining shall not be distributed amongst the members but shall be transferred to any organisation(s) having objects similar to or compatible with any of the objects of the Charity as may be determined by a General Meeting or, if for any reason such assets are not so transferred, they shall be given for charitable purposes within the Area.

The Companies Acts 1985 & 1989

A COMPANY LIMITED BY GUARANTEE
Articles of Association of

Hebden Bridge Partnership Limited

as amended 31 Aug 2010

Interpretations

1. In these Articles:

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

“Secretary” means any person appointed to perform the duties of the Secretary of the Charity.

“The Board of Directors” means all those persons appointed to perform the duties of the Directors of the Charity.

“The Seal” means the Common Seal of the Charity.

“In writing” shall, unless the contrary intention appears, be construed as included references to printing, photocopying and other modes of representing or reproducing words in a visible form. This shall include, for the purposes of notification of meetings and distribution of minutes and associated papers, electronic mail or facsimile transmission. In this context, the words “by post” shall also include transmission by electronic means.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears.

Words importing persons shall include bodies corporate and associations if not inconsistent with the context.

Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

Members

2. The first members of the Charity shall be the subscribers to the Memorandum of Association.

3. The Board of Directors at its discretion may admit to membership individuals, corporate bodies, associations, statutory bodies and others that support the objects of the Charity. Membership may be subject to such fees as the Board of Directors may from time to time decide.

4. A corporate body or association which is a member shall appoint a deputy who shall during the continuance of her/his appointment be entitled to exercise in any General Meeting of the Charity all such rights and powers as the member organisation would exercise if it were an individual person. The Charity shall require such notification of an organisation’s appointed deputy as the Board of Directors may from time to time decide.

Register of Members

5. The Charity shall keep a Register of Members in which shall be recorded the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall sign a written consent to become a member. A member shall notify the Secretary in writing within seven days of a change to their name or address.

Such register may, for the sole purposes of record-keeping of the Charity and notification to members, be held by electronic means in accordance with any Data Protection Act from time to time in force. Members shall be entitled, upon written request to the secretary, to receive a copy of the data held regarding themselves.

Cessation of Membership

6. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
7. A member shall cease to be a member immediately that s/he or it:
 - a) Ceases to fulfil any of the qualifications for membership as specified by Article 3 or by the Board of Directors from time to time; or
 - b) Resigns in writing to the Secretary; or
 - c) Is expelled by a Special Resolution carried at a General Meeting in accordance with Article 12; or
 - d) Dies, if an individual person; or
 - e) Is wound up or goes into liquidation, if a corporate body or association.

General Meetings

8. The Charity shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting need not be held in the year of incorporation or in the following year provided that it shall be held within eighteen months of incorporation.
9. The business of an Annual General Meeting shall comprise:
 - a) The consideration of the Report and Accounts presented by the Board of Directors;
 - b) The appointment and the fixing of the remuneration of the Auditor or Auditors;
 - c) The application of any surplus, in accordance with Article 66;
 - d) Such other business as may be specified in the notices calling the meeting.
10. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
11. The Board of Directors may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten percent of the members of the Charity, as provided by section 368 of the Act.
12. Decisions at General Meetings shall be made by passing resolutions:

- a) Decisions involving an alteration to the Memorandum or Articles of Association of the Charity, and decisions to expel members of the Charity, and other decisions so required from time to time by statute shall be made by Special Resolution. A Special Resolution is defined as one passed by a majority of not less than three-fourths of members of the Charity present and voting at a General Meeting.
- b) Decisions to dispense with the holding of Annual General Meeting, to dispense with the requirements to re-appoint Auditors annually, and to dispense with the requirement to lay accounts and reports before the Charity in General Meeting shall be made by Elective Resolution. An Elective Resolution is defined as one passed unanimously by all members of the Charity for the time being. Any Elective Resolution passed may be subsequently revoked by Ordinary Resolution.
- c) All other decisions shall be made by Ordinary Resolution requiring a simple majority of those present and voting.

Notices

13. An Annual General Meeting or an Extraordinary General Meeting called to consider a Special or an Elective Resolution or a resolution to remove a member of the Board of Directors under section 303 of the Act or to remove the Auditor shall be called by at least twenty-one clear days notice. Any other Extraordinary General Meeting shall be called by at least fourteen clear days notice.
14. Notice of every General Meeting shall be given in writing to every member of the Charity and to the Auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by electronic means to the email address supplied or sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office.
15. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special or an Elective Resolution, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified.
16. Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.
17. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings of that meeting.

Proceedings at General Meetings

18. On any resolution to be decided on a show of hands, only members present in person shall be entitled to cast a vote. Only one vote may be cast by each member on any particular resolution.
19. No person other than a member duly registered or the deputy of an organisation which is a duly registered member, who shall have paid every subscription and, other sum (if any) which shall be due and payable to the Charity in respect of her/his/its membership, shall be entitled to vote on any question at any General Meeting.

20. No person shall debate or vote on any matter in which s/he has a personal financial or material interest, either directly or indirectly, without the permission of a majority of member present.
21. No business shall be transacted at a General Meeting unless a quorum of members is present. One half of the membership or ten members, whichever is the lesser, shall be a quorum.
22. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Board of Directors may decide and all members shall be informed of the date and time of the adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum.
23. At any General Meeting where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
24. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
25. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members present.
26. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the proceedings of the Charity shall be conclusive evidence of the fact without proof of the number of proportions of the votes recorded in favour or against such resolutions.
27. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
28. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.
29. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson shall have a second or casting vote.
30. Subject to the provisions of the following Article, a resolution in writing signed by all the members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form each signed by one or more members.

31. A copy of any resolution passed under the preceding Article shall be sent to the Charity's Auditors who may require that the meeting be brought to a General Meeting duly convened, in which case the resolution shall not have effect but shall be brought to such a General Meeting. If the Auditors do not make such a request then the resolution shall have effect seven days after copy of it was received by the Auditors or immediately if the Auditors inform the Charity that they do not require the matter to be brought to a General Meeting.
32. The Charity may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.
33. (1) Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the charity.

(2) The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

"charity name

I/We,, of, being a member/members of the above named charity, hereby appoint of, or failing him/her, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on 20....., and at any adjournment thereof.
Signed on 20.....".

(3) Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

"charity name

I/We,, of, being a member/members of the above named charity, hereby appoint of, or failing him/her, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity, to be held on 20....., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 "for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.

Signed this day of 20.....".

(4) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the directors) may be lodged with the charity as follows:

(i) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(ii) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -
(a) in the notice convening the meeting, or
(b) in any instrument of proxy sent out by the charity in relation to the meeting, or
(c) in any invitation contained in an electronic communication to appoint a proxy issued by the charity in relation to the meeting,

it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

(iii) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

(iv) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the secretary or to any director.

(5) An appointment of proxy which is not deposited, delivered or received in a manner described in sub-clauses 14(4) shall be invalid.

(6) A vote given or poll demanded by proxy or by the duly authorised representative of a member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the charity at:

(i) its registered office, or

(ii) at such other place at which the instrument of proxy was duly deposited, or

(iii) (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received

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.

Board of Directors

34. The Charity shall have a Board of Directors comprising not less than three persons. The first Board of Directors of the Charity shall be appointed by the subscribers to the Memorandum of Association.

35. Following the passing of this amendment to the Articles of Association, the Board of Directors shall be made up as follows:

- a) One councillor from Hebden Royd Town Council, serving in a personal capacity
- b) One councillor from one of Blackshaw, Erringden, Heptonstall and Wadsworth Parish Councils, serving in a personal capacity
- c) One Calderdale councillor representing Calder Ward, serving in a personal capacity
- d) One representative of local business associations and organisations
- e) One representative of local arts and cultural organisations

- f) One representative of local faith groups and community groups
- g) One representative of young people's groups or schools
- h) One representative of local environmental organisations
- i) One representative of local sporting organisations
- j) One representative of local organisations representing the disabled community
- k) Not more than four other members.

In addition, existing Board members at the time of the passing of this amendment will continue to serve until the end of their normal term of office.

36. Board Members shall be appointed as follows.

- a) For the Board member elected in category (a) in Article 35, the Secretary shall write each year to the clerk of Hebden Royd Town Council at least twenty-one days before the date of the Annual General Meeting to request the name of the town council's representative.
- b) For the Board member elected in category (b) in Article 35, the Secretary shall write each year to the chief executive of Calderdale Council at least twenty-one days before the date of the Annual General Meeting to request the name of the council's representative
- c) For the Board member elected in category (c) in Article 35, the Secretary shall write each year to the clerks of the four parish councils at least twenty-one days before the date of the Annual General Meeting to request the name of the representative for the four parish councils
- d) Board members elected in categories (d), (e), (f),(g), (h), (i) and (j) of Article 35 shall be elected at the charity's Annual General Meeting, under the following procedure. Each corporate body or association in membership of the charity shall be able to vote for the election of a Director in one of the categories (d), (e), (f), (g), (h), (i), and (j). Each corporate body or association shall declare to the Secretary in advance of the AGM in which category they wish to exercise their vote, which shall be the category considered most appropriate to their role, activities and objectives. Individual members of the charity have no voting rights.
- e) Members elected under category (k) of Article 35 shall be elected at the Annual General Meeting. All members of the charity, whether individuals or corporate bodies or associations, shall be entitled to vote and shall have one vote.

If the positions listed in Article 35 are not filled, the Board may at its discretion coopt persons to fill such vacancies. Coopted members of the Board of Directors shall serve until the Annual General Meeting after their co-option, when they shall not be eligible for further cooption but will be eligible to stand for election, under the provisions of Article 35.

37. (a) Board members shall be appointed for a term of three years, after which they may stand for reappointment. Members shall retire by rotation, with one-third retiring in each year. In the first year of the Charity's existence, one third of members, to be chosen by lot, shall retire. In the second year, the second one-third shall retire and the remaining one-third shall retire in the third year.

(b) Directors appointed under Article 34, categories (d)-(k) shall serve no more than two consecutive terms of three years. A Director who has served two consecutive terms of office may be re-appointed for further terms of office but only when a period of at least one year (taken as the time between two annual general meetings) has elapsed.

Any periods of time spent by a Director on the Board of Directors as a coopted member shall not count towards terms of office, and shall be disregarded in relation to the provisions of this clause.

38. A member of the Board of Directors shall declare an interest in and shall not debate or vote in respect of any contract in which s/he has a direct or indirect personal financial or material interest, whether directly or indirectly.
39. Members of the Board of Directors shall not be employees of the Charity. Any remuneration of members of the Board of Directors shall only be in respect of professional services actually rendered to the Charity in accordance with article 40. Members of the Board of Directors may also be paid all reasonable expenses incurred by them in attending and returning from meetings of the Board of Directors or General Meetings of the Charity or in connection with the business of the Charity.
40. Any member of the Board of Directors may act in a professional capacity for the Charity and s/he or his/her firm shall be entitled to remuneration for professional services rendered, provided that nothing shall authorise a member of the Board of Directors or his/her firm to act as Auditor to the Charity.
41. The office of member of the Board of Directors shall immediately be vacated if s/he:
 - a) Resigns her/his office in writing to the Charity; or
 - b) In the opinion of the Board of Directors, fails to declare her/his interest in any contract as referred to in Article 38; or
 - c) Is absent from three successive meetings of the Board of Directors during a continuous period of twelve months without special leave of absence from the Board of Directors and they pass a resolution that s/he has by reason of such absence vacated office; or
 - d) Becomes bankrupt or of unsound mind/; or
 - e) Is removed from office by resolution of the Charity in a General Meeting in accordance with Section 303 of the Act; or
 - f) Ceases to hold office by reason of any disqualification order made against her/him; or
 - g) If the representative of an organisation and has their appointment revoked, in which case the organisation concerned shall appoint a replacement.

Powers and Duties of the Board of Directors

42. The business of the Charity shall be managed by the Board of Directors who may pay all expenses of the formation of the Charity as they think fit and may exercise all such powers of the Charity as may be exercised and done by the Charity and as are not by statute or by these Articles required to be exercised or done by the Charity in General Meeting.
43. No regulation made by the Charity in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.
44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Charity shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Board of Directors shall from time to time decide.
45. Without prejudice to its general powers, the Board of Directors may exercise all the powers of the Charity to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Charity or of any third party.

Proceedings of the Board of Directors

46. Members of the Board of Directors shall elect from amongst their own number honorary officers to include a Chairperson and such other officers as they may think fit, and may at any time remove or replace such officers.
47. The Board of Directors shall meet not less than six times each calendar year. They shall meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall not have a second or casting vote but the Board of Directors may refer the matter to a General Meeting of the Charity.
48. An honorary officer may, and the Secretary on the requisition of two or more members of the Board of Directors shall summon a meeting of the Board of Directors by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Board of Directors to any of its members for the time being absent from the United Kingdom.
49. The quorum necessary for the transaction of the business of the Board of Directors shall be four members of the Board of Directors.
50. The Board of Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is less than the minimum prescribed in these Articles, the Board of Directors may act for the purposes of increasing the number of members of the Board of Directors to that number, or of summoning a General Meeting of the Charity, but for no other purpose.
51. At any meeting of the Board of Directors where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
52. The Board of Directors shall cause accurate records to be made, in books or by electronic means, of:
 - a) The name and date of appointment of all persons appointed to office;
 - b) The names of the members of the Board of Directors, officers, members and other persons present at all General, Board of Directors and Sub-Committee meetings of the Charity;
 - c) Minutes of all proceedings and resolutions at all General, Board of Directors and Sub-Committee meetings of the Charity;
 - d) All applications of the Seal to any document.

All such records and minutes shall be open to inspection during normal working hours by any member of the Charity and by any person authorised by the Charity in General Meeting.
53. The Board of Directors may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Charity as they think fit; any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board of Directors.
54. All acts done by any meeting of the Board of Directors or by any person acting as a member of the Board of Directors shall, even if it be afterwards discovered that there was some

defect in the appointment of any member of the Board of Directors or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified, to be a member of the Board of Directors.

55. A resolution in writing, signed by all the members of the Board of Directors who for the time being are entitled to vote shall be valid and effective as if it had been passed at a meeting of the Board of Directors, and may consist of several documents in the same form each signed by one or more members of the Board of Directors.
56. The Board of Directors may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Secretary

57. The Board of Directors shall appoint a Secretary of the Charity for such term and at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them.
58. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Board of Directors and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

59. If the Charity should have a Seal, it shall only be used by the authority of the Board of Directors and every instrument to which the Seal shall be applied shall be signed by a member of the Board of Directors and shall be counter-signed by the Secretary or by a second member of the Board of Directors. Every such application of the Seal shall be minuted.

Accounts

60. The Board of Directors shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
 - a) All sums of money received and expended by the Charity and the matters in which the receipt and expenditure takes place;
 - b) All sales and purchases of goods by the Charity;
 - c) The assets and liabilities of the Charity.

Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Charity's affairs and explain its transactions.

61. The accounts shall be kept at the Registered Office of the Charity or, subject to section 222 of the Act, at such other place or places as the Board of Directors thinks fit, and shall always be open to the inspection of all members and officers of the Charity.
62. The Board of Directors shall from time to time, in accordance with Sections 227 and 241 of the Act, cause to be prepared and to be laid before the Charity in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.
63. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Charity in General Meeting, together with a copy of the

Auditor's report and Board of Director's report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to every member of and every holder of debentures of the Charity; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware or to more than one of the joint holders of any debentures. The Auditor's report shall be open to inspection and shall be read before the meeting.

Audit

64. Subject to such statutory regulations as may be for the time being in force, once at least in every year the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
65. Auditors shall be appointed and their duties regulated in accordance with Sections 237 and 384 of the Act.

Application of Surplus

66. Clause 5 of the Memorandum of Association relating to the not-for-profit nature of the Charity shall have effect as if its provisions were repeated in these Articles. Any surplus of the Charity shall be applied as follows, in such manner and in such proportions as the Charity may decide at the Annual General Meeting:
 - a) To create and maintain a general reserve for the continuation and development of the Charity;
 - b) To make payments for social and charitable purposes compatible with the objects of the Charity.

Indemnity

67. Every member, director, Secretary, Auditor and other officer for the time being of the Charity shall be indemnified out of the assets of the Charity against any losses or liabilities incurred by him/her in or about the execution or discharge of the duties of his/her office subject to the provisions of Section 310 of the Act, except to the extent that such losses or liabilities shall be attributable to:
 - a) Fraud or other matters in respect of which the member concerned shall be convicted of a criminal offence; or
 - b) Negligence; or
 - c) Actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

Dissolution

68. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if its provisions were repeated in these Articles.