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Incorporated 7<sup>th</sup> day of January 1994

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**The Companies Act 2006**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**Catalyst Arts Ltd**

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**INCORPORATED**  
**NI028068**

I certify this to be a true  
copy of the Articles as  
amended by Special  
Resolution of the  
Company passed on  
29th June 2015

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**CHAIR**  
***Mr Micheál Conlon***

**Date: 29/06/2015**

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

**Catalyst Arts Ltd**

Private Company Limited by Guarantee

**Name**

- (1) The name of the Company is Catalyst Arts Ltd ('the Company').

**Interpretations**

- (2) These articles are to be interpreted without reference to the model articles for private companies limited by guarantee prescribed by The Companies (Model Articles) Regulations 2008 which shall not apply to the Company.

In these Articles:

'address'	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Company;
'the 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;
'the Companies Act'	means the Companies Act 2006 (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company and any statutory modification or re-enactment for the time being in force thereof;
'the Charities Act'	means the Charities Act (NI) 2008 and any statutory modification or re-enactment for the time being in force thereof;
'the Charity Commission'	means the Charity Commission for Northern Ireland;

‘clear days’	in relation to the period of a notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
‘the directors’	means the board of directors of the Company, and includes any person occupying the position of director regardless of whether they are referred to as ‘the board’, ‘the directors’, ‘the management committee’, ‘the trustees’ or by whatever other name they are 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;
‘executed’	includes any mode of execution;
‘member’	has the meaning given in section 112 of the Companies Act 2006;
‘officers’	includes the directors and the secretary (if any);
‘ordinary resolution’	has the meaning given in section 282 of the Companies Act 2006;
‘the seal’	means the common seal of the Company if it has one;
‘secretary’	means any person appointed to perform the duties of the secretary of the Company;
‘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;
‘the United Kingdom’	means Great Britain and Northern Ireland;
‘writing’	means the representation 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; and

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles shall bear the same meaning as in the Companies Act but excluding any statutory modification not in force when this constitution becomes binding on the Company.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **Liability of members**

- (3) The liability of each member is limited to £1, being the amount that every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he or she or it is a member, or within one year after he or she or it ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she or it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

### **OBJECTS**

- (4) The Company's objects are specifically restricted to the advancement, improvement, production and promotion of art and culture and the advancement of education and training in the arts and related subjects in Northern Ireland and any other country as the Directors may from time to time decide (*"hereinafter called the "area of benefit"*) through the provision of workshops, advice, information and training and the organisation of exhibitions, residencies and events and through such other charitable ways as the directors may from time to time decide. In particular, the Company aims:
  - (a) To advance and support the career of local emerging contemporary artists in Belfast and Northern Ireland through on-site exhibitions at Catalyst Arts Gallery, off-site projects, residencies and exchanges, critical resources, networking and international opportunities.
  - (b) To support artists, curators and producers in Belfast by providing a unique training ground for arts management and cultural production, advancing their skills in administrative and practical aspects of gallery programming and operations such as installation, production, funding applications, commissioning, archiving and administration work.
  - (c) To bring experimental, innovative contemporary art to Belfast and engage the local arts community and general public with contemporary art through exhibition, talks, workshops and events.

## **POWERS**

- (5) The Company has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Company has power:
- (a) to promote and improve visual, sonic and live art and the production of works of artistic merit by established, new and emerging visual artists through the provision of workshops, advice, information and training and the organisation of exhibitions, residencies and events and through such other charitable ways as the directors may from time to time decide;
  - (b) to promote learning about the creative processes involved in the arts with the object of developing aesthetic and cultural appreciation by providing an innovative and experimental (visual or multi-disciplinary) arts programme in the area of benefit which is freely available and accessible to all;
  - (c) to promote arts exchange programs for new and emerging visual artists in other countries;
  - (d) to advance the education and training of visual arts and multi-disciplinary practitioners by the provision of integrated training and arts management experience, mentoring and information;
  - (e) to engage consultants, advisors and other professionals as appropriate for the work of the Company;
  - (f) to provide or secure the provision of advice, communication, support, resources, promotion, information and other services;
  - (g) to provide, assist in providing or secure the provision of facilities and to endow, furnish, fit out, maintain and equip such buildings, premises and centres for use by the Company for activities promoted or facilitated by the Company including use for meetings, lectures, classes and other forms of recreation and leisure-time occupation with the object of improving the conditions of life for the said beneficiaries;
  - (h) to purchase, take on lease, in fee farm or in exchange, hire or otherwise acquire in any manner, any real or personal property and any rights or privileges necessary or convenient for the promotion of the objects of the Company;
  - (i) to promote awareness of the practice and exhibition of visual arts in the area of benefit;

- (j) to accept, administer and allocate grants and gifts made available to the Company under such terms and conditions attached to such grants and gifts and to raise funds. In doing so, the Company must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (k) to sell, lease or otherwise dispose of all or any part of the services, property or assets belonging to the Company. In the event that property to be disposed of is considered to be a substantial asset where its value exceeds 10% of the Company's asset value and is more than £5,000, or exceeds £100,000, such an arrangement for disposal must have been approved by a resolution of the members of the Company or is conditional on such approval being obtained. In exercising this power, the Company must comply as appropriate with any provisions of the Charities Act for the time being in force;
- (l) to promote and organise co-operation in the achievement of the above objects with other charities, voluntary bodies, public representatives, individuals and statutory authorities and to that end to exchange information and advice with them and work in association with other charities, local authorities and voluntary organisations engaged in the furtherance of the above objects in the area of benefit;
- (m) to arrange, sponsor and provide for, either alone or with others, or attend the holding of exhibitions, conferences, meetings, outings, lectures, classes, seminars or training courses;
- (n) to collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere;
- (o) to write, print or publish, in whatever form or medium, such papers, books, periodicals, pamphlets, on-line materials or other documents, including films and recorded material, as shall further its objects, and to issue or circulate the same whether for payment or otherwise;
- (p) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (q) to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit. The Company must comply as appropriate with any provisions of the Charities Act for the time being in force, if it wishes to mortgage land;
- (r) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;

- (s) to invest the moneys of the company not immediately required for its Objects 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 may for the time being be imposed or required by law and these articles and in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act (NI) 2001;
- (t) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- (u) to establish and support any charitable association or body formed for any of the charitable purposes included in the Objects and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- (v) to establish or acquire subsidiary companies;
- (w) to make regulations for the proper supervision, control and management of any property, which may be so acquired;
- (x) to enter into contracts to provide services to or on behalf of other bodies;
- (y) to employ such staff, who shall not be Directors of the Company, as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff (including former staff) and their dependents;
- (z) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be reasonable or necessary having due regard for all the legal obligations;
- (aa) to provide indemnity insurance for the directors in accordance with, and subject to any conditions in, section 93 of the Charities Act;
- (ab) to acquire, amalgamate, merge with or to enter into any partnership or joint venture arrangement with any other charity at law which has objects altogether or mainly similar to those of the Company and prohibits the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by these Articles;
- (ac) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

- (ad) to do all such other lawful things as may be necessary for or incidental to the attainment and furtherance of the above objects or any of them.

#### PROVIDED THAT

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Company shall not support with its funds any object or endeavor to impose or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Company would make it a trade union.
- (iii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

#### APPLICATION OF INCOME AND PROPERTY

##### Universal clauses

- (6) The income and property of the Company shall be applied solely towards the promotion of the Objects.
- (7)
  - (a) A director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company.
  - (b) A director may benefit from directors' indemnity insurance cover purchased at the company's expense in accordance with, and subject to any conditions in, section 93 of the Charities Act.
  - (c) A director may receive an indemnity from the Company in the circumstances specified in Article (95).

##### Directors' benefits

- (8)
  - (a) A member, director or connected person may receive a benefit from the Company in the capacity of a beneficiary of the Company provided that it is available generally to the beneficiaries of the Company.
  - (b) None of the income or property of the company may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to any member, director or connected person of the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:
    - (i) Of reasonable and proper remuneration for any services

rendered to the company by any member, officer or servant of the Company.

- (ii) Of interest on money lent by any member, director or connected person at a reasonable and proper rate per annum not exceeding 2% less than the base rate prescribed for the time being by a clearing bank selected by that board of directors or 3%, whichever is the greater.
  - (iii) Of reasonable and proper rent for premises demised or let by any member, director or connected person provided that the director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
  - (iv) Of fees, remuneration or other benefit in money or money's worth to a company of which a member of the board of directors may be a member holding not more than one hundredth part of the capital of that company.
  - (v) To any directors of reasonable and proper payment of out of pocket expenses.
- (c) No director or connected person may buy any goods or services from the Company on terms preferential to those applicable to other members of the public.
- (d) "Company" shall include any other company in which the Company holds more than 50% of the shares; or controls more than 50% of the voting rights attached to the shares; or has the right to appoint one or more director to the board of the other company.

### **Connected person**

- (9) In articles (8), (80) and article (82) "connected person" means:
- (a) a child, parent, grandchild, grandparent, brother or sister of the director;
  - (b) the spouse or civil partner of the director or of any person falling within paragraph (a) above;
  - (c) a person carrying on business in partnership with the director or with any person falling within paragraph (a) or (b) above;
  - (d) an institution which is controlled:
    - (i) by the director or any connected person falling within paragraph (a), (b), or (c) above; or

- (ii) by two or more persons falling within sub-paragraph (i), when taken together.
- (e) a body corporate in which:
  - (i) the director or any connected person falling within paragraphs (a) to (c) has a substantial interest; or
  - (ii) two or more persons falling within sub-paragraph (i) who, when taken together, have a substantial interest.

### **Members**

- (10) Membership is open to individuals and organisations who:
  - (a) apply to the Company in the form required by the directors as prescribed from time to time; and
  - (b) are approved by the directors.
- (11) Every application for admission shall be considered by the directors at their first meeting after it was made, or as soon thereafter as is practicable. There shall be no unlawful discrimination between persons by reference to age, politics, religion, ethnic identity, nationality, gender, sexual orientation, physical or learning disability.
  - (a) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application.
  - (b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - (c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (12) Membership is not transferable.
- (13) The directors must keep a register of names and addresses of the members.

### **Classes of membership**

- (14) The rights and obligations of the different classes of membership shall be recorded in the register of members. There shall be two classes of membership:

(a) **Individual Members**

Subject to article (11) aged 18 years or over resident or having associations in the area of benefit and who subscribes to the objects of the company.

(b) **Life Members**

The Directors may at their discretion admit former directors to Life Membership of the Company, on payment of such sum as may be determined from time by the Directors. A life member shall so continue unless she/he resigns or be duly expelled. In the construction of these Articles except such of them as provide for the payment of subscriptions and the consequences of non-payment, the term Individual Member shall include 'Life Member'. Life members shall be subject to all provisions and controls by the directors and shall have a vote at general meetings of the Company.

- (15) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (16) The rights attached to a class of membership may only be varied if:
- (a) three-quarters of the members of that class consent in writing to the variation; or
  - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (17) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

**Termination of membership**

- (18) Membership is terminated if:
- (a) the member dies;
  - (b) the member resigns by written notice to the Company unless, after the resignation, there would be less than two members;
  - (c) any sum due from the member to the Company is not paid in full within six months of it falling due;
  - (d) a member fails or neglects to comply with these articles or commits conduct unworthy of membership of the Company, shall render such member liable to expulsion from membership by a resolution of the Directors that it is in the best interests of the Company that his or her

or its membership is terminated. A resolution to remove a member from membership may only be passed if:

- (i) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
- (ii) the member or, at the option of the member, the member's representative (who need not be a member of the company) has been allowed to make representations to the meeting;
- (iii) a notice under this Article shall be held to have been duly given if sent by Recorded Delivery Post to the address of the Member appearing in the Company's Records.

### **Annual General Meetings**

- (19) The Company must hold its annual general meeting each calendar year and not more than fifteen months may elapse between successive annual general meetings.
- (20) (a) The business of an annual general meeting shall comprise:
  - (i) the adoption of the minutes of the preceding Annual General Meeting and of any General Meeting held since the preceding Annual General Meeting;
  - (ii) the receipt and consideration of an annual report from the Board on its proceedings and its progress in pursuit of the objects of the Company;
  - (iii) the receipt and adoption of the Financial Report and the audited accounts;
  - (iv) the appointment and removal of Members (if necessary);
  - (v) the appointment and removal of Directors and Honorary Office Bearers (if necessary);
  - (vi) the appointment and the fixing of the remuneration of the Auditor(s) or Independent Examiner(s);
  - (vii) the consideration of the annual subscription or membership fee for each category of member (if necessary);
  - (viii) the consideration of and decision upon any resolution of which due notice shall have been given.

- (b) All other business transacted at an Annual General Meeting shall be deemed special. No other business shall be discussed or transacted unless prior notice has been given to the secretary at least fourteen clear days before the meeting.
  - (c) The Company may in general meeting decide from time to time to invite by notice any person, or public and statutory bodies having responsibility or functions relating to the objects in the area of benefit to nominate individuals, to attend and receive notice of meeting of the Company but who shall NOT be entitled to vote at any such meeting.
- (21) (a) The directors may call a general meeting at any time.
- (b) (i) The directors are required to call a general meeting once the Company has received requests to do so from members who represent at least 10% of the total voting rights of all the members having a right to vote at general meetings, unless, more than twelve months has elapsed since the end of the last general meeting in which case the required percentage is 5%. The notice of such a meeting must be given in accordance with Article 22 below.
  - (ii) A request must state the general nature of the business to be dealt with at the meeting, and may include the text of resolution that may properly be moved and is intended to be moved at the meeting.
  - (iii) A resolution may properly be moved at a meeting unless—
    - (a) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); or
    - (b) it is defamatory of any person, or it is frivolous or vexatious.

### **Notice of General Meetings**

- (22) The minimum periods of notice required to hold a general meeting of the Company are:
- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - (b) fourteen clear days for all other general meetings.
- (23) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 95% of the total voting rights.

- (24) The notice must:
- (a) specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
  - (b) The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act and article (47).
  - (c) The notice must be given to all the members and to the directors and auditors.
- (25) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company.

## **PROCEEDINGS AT GENERAL MEETINGS**

### **Quorum**

- (26) No business shall be transacted at any general meeting unless a quorum is present. A quorum is 10 members, present in person or by proxy and entitled to vote upon the business to be conducted.
- (27) If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the directors shall determine.
- (28) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (29) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

### **Chairperson**

- (30) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors or if there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting. If there is only one director present and willing to act, he or she shall chair the meeting.
- (31) If at any meeting no director is willing to act as chairperson or if no director is present within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

## **Adjournment**

- (32) The members present in person, or by proxy, at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (33) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (34) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

## **Attendance and Speaking at General Meetings**

- (35)
  - (a) 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.
  - (b) A person is able to exercise the right to vote at a general meeting when:
    - (i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
    - (ii) 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.
  - (c) 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.
  - (d) 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.
  - (e) 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
  - (f) Directors may attend and speak at general meetings, whether or not they are members.

- (g) The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

## **Resolutions**

- (36) Decisions at general meetings shall be made by passing resolutions:
  - (a) Decisions involving an alteration of the articles and other decisions so required by statute shall be made by special resolution. A special resolution is one passed by a majority of not less than 75% present (in person or by proxy) and voting at a general meeting.
  - (b) All other decisions shall be made by ordinary resolution requiring a simple majority of members present (in person or by proxy) and voting.
- (37) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll (a formal count of votes) is demanded:
  - (a) by the person chairing the meeting; or
  - (b) by at least two members present in person, or by proxy, and having the right to vote at the meeting; or
  - (c) by a member or members present in person, or by proxy, representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (38) A declaration by the chairperson of the result of a vote shall be conclusive unless a poll is demanded. The result of the vote must be recorded in the minutes of the meeting but the number or proportion of votes cast need not be recorded.
- (39) A demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- (40) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (41) (a) A poll demanded on the election of a chairperson, or on a question of adjournment, must be taken immediately. A poll demanded on any other question shall be taken at such time as the Chairperson of the

meeting directs, and the meeting may continue to deal with any other business that may be conducted at the meeting.

- (b) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken provided that the poll shall be taken within thirty days after it has been demanded.

### **Votes of Members**

- (42) (a) Subject to article (14), every member shall have one vote and is entitled to appoint a proxy to attend, speak and vote at a general meeting on their behalf provided that any monies presently payable to the Company by the Member have been paid in full. The chairperson of any general meeting shall NOT be entitled to a second or casting vote.
  - (b) On a vote on a resolution on a show of hands at a meeting, a proxy has one vote for and one vote against the resolution if:-
    - (i) the proxy has been duly appointed by more than one member entitled to vote on the resolution; and
    - (ii) the proxy has been instructed by one or more of those members to vote for the resolution and by one or more other of those members to vote against it.
- (43) Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the chairperson shall be final.

### **Written resolutions**

- (44) 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 together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse;
  - (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) A written resolution is not a special resolution unless it states that it was proposed as a special resolution;

- (d) A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution;
  - (e) A member signifies their agreement or otherwise to a proposed written resolution when the Company receives from them (or from someone acting on their behalf) an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date identifying the resolution to which it relates and indicating the member's agreement or otherwise to the resolution;
  - (f) A written resolution is passed when the required majority of eligible have signified their agreement to it;
  - (g) A proposed written resolution lapses if it is not passed within 28 days beginning with the Circulation Date.
- (45) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (46) In the case of a member that is an organisation, its authorised representative may signify its agreement.

#### **Content of proxy notices**

- (47) 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 trustees 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.
- (48) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. Proxy notices must be delivered to the Company's registered office at least 24 hours prior to the start time of the meeting.
- (49) 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 and 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.

### **Delivery of proxy notices**

- (50) 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.
- (51)
  - (a) 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.
  - (b) 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.
- (52) 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 appointer's behalf.

### **BOARD OF DIRECTORS**

- (53) A director must be a natural person aged 18 years or older. No one may be appointed a director if he or she would be disqualified from acting under the provisions of article (68).
- (54)
  - (a) The number of directors shall not be less than six but (unless otherwise determined by ordinary resolution) shall not be more than ten all of whom must support the objects of the Company.
  - (b) If the Directors shall at any time be reduce to less than the minimum prescribed in these articles, the Directors may act only for the purposes of filling vacancies in their body or calling a general meeting of the company but for no other purpose.
- (55) The directors shall be those persons notified to Companies House as the directors of the company.
- (56) A director may act as a director of the Company if he/she is not a member of the Company.
- (57) All directors shall be chosen on their readiness to support the objects of the

Company, their suitability, general experience and willingness to serve. All directors must sign a written declaration of willingness to act as a director of the Company.

- (58) A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

### **Powers of directors**

- (59) The directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Companies Act, the articles or any special resolution.
- (60) Every director shall use his/her best endeavours to promote the objects and interests of the Company and shall observe all of the Company's regulations affecting him/her.
- (61) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (62) Any meeting of the directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

### **Retirement of directors**

- (63) The directors shall retire from office after a period of two consecutive years from the date of their appointment to office except in accordance with the provisions of article 66. If there is only one director he or she must retire.

### **Appointment of directors**

- (64) (a) The Company shall actively promote a board of directors which includes a range of skill, experience and knowledge in keeping with the pursuance of its Objects and to this end it is entitled to advertise and interview eligible candidates to be potential directors of the board.
- (b) Successful candidates arising from interviews under this article shall be eligible for appointment to the board under the provisions of article 65.
- (65) 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 a decision of the Directors.
- (66) In the case of a retiring director who has served for a total period of two consecutive years, he/she shall not be eligible for re-election to serve as a director for any further period. In exceptional circumstances where the survival of the Company may be in doubt (as may be determined from time to time by the Directors) the term of office of a director who has served for a

total of two consecutive years may be extended for a further period of one year. A director who has served for a total of three consecutive years shall be ineligible to sit for a further term.

### **Co-option of directors**

#### **Office bearers**

(67) The office of chairperson [and any other office bearers] shall be elected annually at the annual general meeting by the members present (in person, or through an authorised representative or by proxy) who shall hold office for one year. The office of Chairperson shall not be held by any person for a period exceeding two consecutive years.

#### **Disqualification and removal of directors**

- (68) A director shall cease to hold office if he or she:
- (a) ceases to be a director by virtue of any provision in the Companies Act or is prohibited by law from being a director;
  - (b) is disqualified from acting as a director by virtue of section 86 of the Charities Act (or any statutory re-enactment or modification of that provision);
  - (c) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - (d) resigns as a director by notice to the Company (but only if at least three directors will remain in office when the notice of resignation is to take effect); or
  - (e) is absent without the permission of the directors from three successive meetings of the directors and the directors resolve that his or her office be vacated;
  - (f) a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
  - (g) a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - (h) is removed by ordinary resolution at a meeting to remove a director before the expiration of his period of office, notwithstanding anything in any agreement between the Company and him under section 168 of

the Companies Act 2006. Special notice is required of a resolution to remove a director under this section and to appoint somebody instead of a director so removed at the meeting at which he is removed specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either, at the option of the Director being removed, being heard by or of making written representations to the Directors. A vacancy created by the removal of a director under this section may be filled in accordance with article 65.

### **Remuneration of Directors**

- (69) The directors must not be paid any remuneration unless it is authorised by article (8).

### **Proceedings of Directors**

- (70) (a) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles and provided that they hold at least 4 meetings each year.
- (b) Any director may call a meeting of the directors.
- (c) The secretary must call a meeting of the directors if requested to do so by a director.
- (d) A Directors' meeting must be called by at least seven Clear Days' notice unless either:
- (i) all the Directors agree; or
  - (ii) urgent circumstances require shorter notice.
- (e) Notice of any directors' meeting must indicate:—
- (i) its proposed date and time;
  - (ii) where it is to take place; and
  - (iii) 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.
  - (iv) Notice of a directors' meeting must be given to each director, but need not be in writing.
  - (v) 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 company 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.

- (f) Questions arising at a meeting shall be decided by a majority of votes.
- (g) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote provided that he or she is not prohibited from participating in the decision making process in accordance with article (78).
- (h) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- (i) A director shall not vote in respect of any contract in which he/she is directly or indirectly interested or any matter arising therefrom. If he or she does vote his/her vote shall not be counted.
- (j) A director is able to exercise the right to speak at a meeting of the directors when that director 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.
- (k) In determining attendance at a meeting of the directors, it is immaterial whether any two or more directors attending it are in the same place as each other.

### **Quorum for directors' meetings**

- (71) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
  - (a) The quorum shall be 60% of current board, or such larger percentage as may be decided from time to time by the directors.
  - (b) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- (72) If the number of directors is less than the percentage fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

## **Chairperson**

- (73) The chairperson elected in accordance with article (67) shall chair all meetings of the directors but if no such chairperson is elected, or if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the same, the directors present may choose one of their number to chair that meeting.

## **Directors' written resolutions**

- (74) A resolution in writing or in electronic form agreed by a simple majority of all the directors entitled to receive notice of a meeting of directors or of a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the directors eligible to vote; and
  - (b) a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- (75) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

## **Delegation**

- (76) (a) The directors may delegate any of their powers or functions to any person or committee but the terms of any delegation must be recorded in the minute book. The directors have the power to revoke or alter any such delegation in whole or in part, or alter its terms and conditions.
- (b) The resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number).
- (c) 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.
- (d) The Directors may authorise further delegation of the relevant powers,

functions, implementation of decisions or day to day management by any committee to whom they are delegated to such an extent as they think fit.

- (e) The composition of any committee shall be entirely in the discretion of the Directors and may include such of their number (if any) as the resolution may specify.
- (77) 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.
  - (c) all acts and proceedings of any committees must be fully and promptly reported to the directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a secretary for that purpose.

#### **Declaration of directors' interests**

- (78) The Directors shall cause a register of Directors' interests to be kept. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

#### **Conflicts of interests**

- (79) 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 Company to authorise the conflict of interests in the circumstances applying.
  - (d) in authorising a conflict of interest, the Directors can decide the manner in which the conflict of interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a conflict of interest can participate in a vote on the matter and can be counted in the quorum;
  - (e) the decision to authorise a conflict of interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation; and
  - (f) nothing in this Article shall have the effect of allowing the Directors to authorise a benefit that is not permitted in accordance with Article 8.
- (80) (a) In article (79), 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.
- (b) When a Director has a conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

### **Validity of directors' decisions**

(81) Subject to article (82), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the articles to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that director; and
- (e) that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

- (82) Article (81) does not permit a director or connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article (81), the resolution would have been void, or if the director has not complied with article (78).

### **Seal**

- (83) If the Company has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless so determined it shall be signed by a director and by the secretary or by a second director.

## **RECORDS AND ACCOUNTS**

### **Minutes**

- (84) The directors must keep minutes of all:
- (a) appointments of officers made by the directors;
  - (b) proceedings at all meetings of the company;
  - (c) meetings of the directors and all meetings of committees of directors including:
    - (i) the names of the directors present at each meeting;
    - (ii) the decisions made at the meetings; and
    - (iii) where appropriate the reasons for the directors decisions.
  - (d) all professional advice obtained.

### **Accounts**

- (85) The directors must prepare for each financial year accounts as required by the Companies Act and the Charities Act as to keeping records, the audit or independent examination of accounts and preparation and transmission to the Registrar of Companies and the Charity Commission of information required by law. Proper accounting records shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
- (86) The accounting records shall be kept at the registered office of the Company, or subject to the Companies Act, at such other places as the directors think fit, and shall be open to inspection by the directors at any reasonable time during usual working hours.

- (87) The directors shall present the annual accounts to the members in the annual general meeting. A copy of every balance-sheet (including every document required by law to be annexed thereto) which is to be laid before the company in annual general meeting, together with a copy of the auditor's or independent examiner's report, shall be sent or delivered to the auditor or independent examiner and every member before they are sent to Companies House.

### **Audit**

- (88) Once at least in every year the accounts of the Company shall be examined and correctness of the income and expenditure account and balance-sheet ascertained by one or more properly qualified auditors or independent examiner or examiners who is/are a member of such recognised supervisory body as the Company shall from time to time decide appointed by the annual general meeting and their duties regulated in compliance with the requirements of the Companies Act and of the Charities Act.

### **Annual Report and Return and Register of Charities**

- (89) The directors must comply with any requirements of the Charities Act (or any statutory re-enactment or modification for the time being in force thereof) with regard to the preparation of an annual report and annual return and its transmission to the Charity Commission.

### **Means of communication to be used**

- (90) Subject to the articles:
- (a) 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 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.
  - (b) 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.
- (91) Any notice to be given to or by any person pursuant to the articles must be in writing or must be given in electronic form. The company may give any notice to a member either:
- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or

- (d) by giving it in electronic form to the member's address. A member who does not register an address with the company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the company.
- (92) A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (93) Subject to the articles:
- (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - (b) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
  - (c) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
    - (i) 48 hours after the envelope containing it was posted; or
    - (ii) In the case of an electronic form of communication, 48 hours after it was sent.

### **Company Secretary**

- (94) A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:
- (i) anything authorised or required to be given or sent to, or served on, the company by being sent to its Secretary may be given or sent to, or served on, the company itself, and if addressed to the Secretary shall be treated as addressed to the company; and
  - (ii) anything else required or authorised to be done by or to the Secretary of the company may be done by or to a director, or a person authorised generally or specifically in that behalf by the director.

### **Indemnity**

- (95) The Company shall indemnify every director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for

negligence, default, or breach of duty or breach of trust in relation to the company.

In this article a “relevant director” means any director or former director of the Company.

- (96) The Company may indemnify an auditor against any liability incurred by him or her or it:
- (a) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
  - (b) in connection with an application under section 1157 of the Companies Act (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

### **Members’ Reserve Power**

- (97) (a) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (b) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

### **Rules**

- (98) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company. The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company. The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Company in relation to one another, and to the Company’s employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Company’s premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

- (e) generally, all such matters as are commonly the subject matter of company rules.
- (99) The rules or bye laws shall be binding on all members of the Company. The Company in general meeting has the power to alter, add to or repeal the rules or bye laws provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

### **Dissolution**

- (100) 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 has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as hereinafter mentioned as may be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as hereinafter mentioned as may be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object.
- (101) Subject to any such resolution of the members of the Company, the directors 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 made for them, shall on or before dissolution of the Company be applied or transferred:
- (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as hereinafter mentioned as may be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object; or

- (c) to any charity or charities for use for particular purposes that fall within the Objects which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as hereinafter mentioned as may be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object.
- (102) In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company (except to a member that is itself a charity) and if no resolution in accordance with article (100) is passed by the members or the directors the net assets of the Company shall be applied for charitable purposes as directed by the Court or the Charity Commission.