

**THE COMPANIES ACT 2006  
COMPANY NOT HAVING A SHARE CAPITAL**

**Company Number: 07743643  
Incorporated: 17<sup>th</sup> August 2011**

**GET BERKSHIRE ACTIVE**

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**ARTICLES OF ASSOCIATION\***

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\*As amended by special resolutions of the Company on 7th December 2012, 17th December 2015, 20 September 2017 and 11 December 2019

**COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION OF BERKSHIRE COUNTY SPORTS PARTNERSHIP**

**1 The company's name is:**

Berkshire County Sports Partnership (and in this document it is called the "company").

**Interpretation**

**2 In the articles:**

**"address"** 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.

**"articles"** the company's articles of association.

**"clear days"** in relation to the period of a notice means a period excluding:

- (a) the day when the notice is given or deemed to be given; and
- (b) the day for which it is given or on which it is to take effect.

**"Commission"** the Charity Commission for England and Wales.

**"Companies Acts"** the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the company.

**"Directors"** the directors of the company.

**"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;

**"Executive Officer"** means a person who is a senior employee of the company.

**"Local Authorities"** means Bracknell Forest Borough Council, Reading Borough Council, Slough Borough Council, West Berkshire District Council, Windsor and Maidenhead Royal Borough Council and Wokingham District Council.

**"Local Authority Person"** a person who is associated with the Local Authorities for the purposes of section 69 of the Local Government and Housing Act 1989 (as amended) which includes a person who is a member of any of the Local Authorities or a person who is an officer of any of the Local Authorities or a person who has been a member of any of the Local Authorities within the preceding four years or a person who is both an employee and either a director, manager, secretary or similar officer of a company under the control of any of the Local Authorities.

**"memorandum"** the company's memorandum of association.

“**officers**” includes the Directors and the secretary (if any).

“**prescribed percentage**” 19 per cent (19%)

“**Regulated Company**” a company deemed to be regulated for the purposes of the Local Government and Housing Act 1989 and Local Authorities (Companies) Order 1995 and any subsequent amendments thereto.

“**seal**” the common seal of the company if it has one.

“**secretary**” any person appointed to perform the duties of the secretary of the company.

“**Sport England**” the English Sports Council or its successor body.

“**United Kingdom**” Great Britain and Northern Ireland.

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 the articles have the same meaning as in the Companies Acts 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.

The articles are to be interpreted without reference to the model articles under the Companies Act 2006 and such model articles do not apply to the company.

### **Liability of members**

- 3 The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
- (1) payment of the company’s debts and liabilities incurred before he, she or it ceases to be a member;
  - (2) payment of the costs, charges and expenses of winding up; and
  - (3) adjustment of the rights of the contributories among themselves.

### **Objects**

- 4 The objects of the company are for the public benefit to promote community participation in healthy recreation for the benefit of the inhabitants of Berkshire in particular by:-
- (1) working with and through local agencies to increase levels of participation in sport and physical activity;

(2) promoting and providing programmes and services for sport, recreation, physical activity, informal education and other leisure time occupation for healthy recreation;

(3) promoting and providing facilities and services for recreational, sporting or other leisure time occupation in the interests of social welfare for the public at large or those who by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances, have need of such facilities and services;

(4) the improvement and preservation of good health and well-being through participation in healthy recreation;

(5) education, training and coaching courses which promote physical health and fitness;

(6) facilitating and providing impact evaluation, performance measurement and related intelligence for public benefit in the context of sport, recreation, physical activity and wider health and well-being.

## **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:

- (1) to raise funds. In doing so, the company may undertake taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to hold exhibitions, lectures, meetings, classes, seminars either alone or with others;
- (4) to purchase, acquire or obtain interests the copyright of or the right to perform, publish or show any material which can be used or adapted for the Objects;
- (5) to cause to be prepared, printed, published or otherwise produced, issued and circulated any books, leaflets, pamphlets, films and any other form of reproduction, mechanical, computerised or otherwise;
- (6) to borrow money and to charge the whole or any part of the property belonging to the company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation.
- (7) to co-operate with other companies, charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (8) to establish or support any companies, charitable trusts, associations or institutions formed for any of the purposes included in the Objects;

- (9) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other company or charity;
- (10) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (11) to accept any funds, gifts or donations on any special trusts or conditions within the Objects and to hold and apply any such fund, gift or donation subject to the trusts or conditions on which it is transferred or given;
- (12) to employ and remunerate such staff as are necessary for carrying out the work of the company. The company may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
- (13) to commission and sub-contract such people and agencies as are necessary for carrying out the work of the company;
- (14) to provide and/or contribute to superannuation or pension funds for the employees of the company or any of them;
- (15) to:
  - (a) deposit or invest funds;
  - (b) employ a professional fund-manager; and
  - (c) arrange for the investments or other property of the company to be held in the name of a nominee;
- (16) to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in Article 6.
- (17) to pay out of the funds of the company the costs of forming and registering as a company;
- (18) to enter into any funding or other arrangement or agreement with any government or any other authority (municipal, local or otherwise);
- (19) to enter into contracts to provide services to or on behalf of other bodies;
- (20) to establish or acquire subsidiary companies.

#### **Application of income and property**

- 6 (1) Subject to this article 6, the income and property of the company shall be applied solely towards the promotion of the Objects.
- (2) (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 trustee indemnity insurance cover purchased at the company's expense.
  - (c) A Director may receive an indemnity from the company in the circumstances specified in Article 59.
- (3) 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 of the company. This does not prevent a member who is not also a director receiving:
- (a) a benefit from the company in the capacity of a beneficiary of the company;
  - (b) reasonable and proper remuneration for any goods or services supplied to the company.
- (4) (A) No director or connected person may:
- (a) buy any goods or services from the company on terms preferential to those applicable to members of the public;
  - (b) sell goods, services, or any interest in land to the company;
  - (c) be employed by, or receive any remuneration from, the company;
  - (d) receive any other financial benefit from the company; unless:
    - (i) the payment is permitted by article 6(4)(B); or
    - (ii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

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

- (4) (B) (a) A Director or connected person may receive a benefit from the company in the capacity of a beneficiary of the company on the same terms as any other beneficiary of the company.
- (b) Subject to Article 48, a Director or connected person may enter into a contract for the supply of services to the company.
- (c) A Director or connected person may receive interest on money lent to the company at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Directors.
- (d) A Director or connected person may receive rent for premises let by the Director or connected person to the company if the amount of the rent and the other terms of the lease are reasonable and proper and 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.

(e) The Directors may arrange for the purchase, out of the funds of the company, of insurance designed to indemnify the Directors to the extent permitted by Article 60 against liability incurred by them in the proper exercise of their duties.

(f) A Director or connected person may take part in the normal trading and fundraising activities of the company on the same terms as members of the public.

- (5) (a) In sub-clauses (2)-(4) of this article “company” shall include any 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 directors to the board of the company;
- (b) In sub-clause (4) of this article 6, sub-clause (2) of article 48 and sub-clause (2) of article 49 “connected person” means:
- (i) a child, parent, grandchild, grandparent, brother or sister of the Director;
  - (ii) the spouse or civil partner of the Director or of any person falling within paragraph (i) above;
  - (iii) a person carrying on business in partnership with the Director or with any person falling within paragraph (i) or (ii) above;
  - (iv) an institution which is controlled:
    - (I) by the Director or any connected person falling within paragraph (i), (ii), or (iii) above; or
    - (II) by two or more persons falling within sub-paragraph (I), when taken together.
  - (v) a body corporate in which:
    - (I) the Director or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or
    - (II) two or more persons falling within sub-paragraph (I) who, when taken together, have a substantial interest.

## Members

- 7 (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with this Article 7 shall be the members of the company.

- (2) The number of members shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- (3) The following types of organisations shall be admitted as members of the company
  - (a) Local authorities;
  - (b) National governing bodies of sport and affiliated leagues and clubs;
  - (c) Schools/school sport partnerships;
  - (d) Public and not-for-profit health agencies;
  - (e) Not for profit and charitable agencies working in the sports sector
  - (f) Commercial organisations working in the sports sector
  - (g) Sport England; and

such other individuals or organisations interested in furthering the Objects as apply to the company in the form required by the Directors and are approved by the Directors.

- (4) No individual or organisation shall be admitted as a member of the company if such membership would cause the company to be a Regulated Company.
- (5) A member who is a Local Authority Person shall cease to be a member forthwith if at any time and for any reason his or her membership would cause the company to be a Regulated Company. In such event the smallest number of members who are Local Authority Persons shall vacate office as shall result in the number of members who are Local Authority Persons ceasing to exceed the prescribed percentage of the total number of members and the member or members to cease to be members shall be (unless all the relevant Local Authority Persons otherwise agree among themselves before such event) the member or members who shall have been longest a member or members, and as between Local Authority Persons who became members on the same day, the Local Authority Person(s) to cease to be a member(s) shall be the Local Authority Person(s) whose last name begins with the letter nearest "A".
- (6) Membership is not transferable.
- (7) The Directors must keep a register of names and addresses of the members.
- (8) (a) Any member that is an organisation may nominate a person to act as its authorised representative at any general meeting. The organisation must give written notice to the company of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the company. The representative may continue to represent the organisation until written notice to the contrary is received by the company.



(b) Any notice given to the company will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The company shall not be required to consider whether the representative has been properly appointed by the organisation.

- (9) A member of the company must exercise his, her or its powers as a member in the way in which he she or it decides in good faith is most likely to further the purposes of the company.

### **Classes of membership**

- 8 (1) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) 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.
- (4) 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**

- 9 Membership is terminated if:
- (1) the member dies or, if it is an organisation, ceases to exist;
  - (2) the member resigns by written notice to the company unless, after the resignation, there would be less than three members;
  - (3) any sum due from the member to the company is not paid in full within six months of it falling due;
  - (4) the member is removed 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:
    - (a) 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;

(b) 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.

(5) the member ceases to be a member under Article 7(5).

### **General meetings**

10 (1) The company must hold its first annual general meeting within eighteen months after the date of its incorporation.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

11 The Directors may call a general meeting at any time.

12 The Directors must call a general meeting if required to do so by the members pursuant to section 303 of the Companies Act 2006.

### **Notice of general meetings**

13 (1) The minimum period of notice to hold a general meeting of the company is at least fourteen clear days.

(2) 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 90 percent of the total voting rights.

(3) The notice must 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. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 21.

(4) The notice must be given to all the members and to the Directors and auditors.

14 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**

15 (1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is one-third of the total number of members present in person or by proxy.

(3) The authorised representative of a member organisation shall be counted in the quorum.

16 (1) If:

(a) a quorum is not present within fifteen minutes from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Directors shall determine.

(2) 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.

(3) 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.

17 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.

(2) 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.

(3) If there is only one Director present and willing to act, he or she shall chair the meeting.

(4) If no Director is present and willing to chair the meeting 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.

18 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

(2) 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.

(3) 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.

(4) 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.

19 (1) 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 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.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the company but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) 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.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) 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.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 20 The person chairing a general meeting may permit other persons who are not members to attend and speak at any general meeting.

### **Content of proxy notices**

- 21 (1) Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

- (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
  - (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
  - (4) Unless a proxy notice indicates otherwise, it must be treated as:
    - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
    - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **Delivery of Proxy Notices**

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

### **Written resolutions**

- 22 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to every eligible member;
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

- (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

- 23 Subject to article 8, every member, whether an individual or an organisation, shall have one vote.
- 24 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 person who is chairing the meeting shall be final.

### **Friends**

- 25 The Directors may from time to time provide for the admission of persons as Friends of the company subject to such conditions, subscriptions, rights and obligations as the Directors shall determine. A Friend shall not be a member of the company for the purpose of the Companies Acts or for the purpose of the articles and their rights (if any) shall not include a right to attend, speak or vote at general meetings of the company but they may be invited to attend and/or speak at general meetings of the company under Article 20.

### **Directors**

- 26 The first Directors shall be those persons notified to Companies House as the first Directors of the company. Future Directors shall be appointed as provided in these Articles.
- 27 The number of Directors shall be not less than six and not more than twelve.
- 28 A Director may not appoint an alternative director or anyone to act on his or her behalf at meetings of the Directors.

### **Appointment of Directors**

- 29 The Local Authorities shall between them have the right to appoint one Director. No Local Authority Person may be appointed as a Director other than an individual appointed by the Local Authorities pursuant to this Article. Apart from this provision of one nominated director the organisation will ensure that at least 75% of its directors are Non-Executive Independent<sup>1</sup> Directors (NEID)
- 30 Directors are to be appointed by a publicly advertised open and competitive recruitment process to ensure both independence and the right mix of skills and experience are represented on the Board.

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<sup>1</sup> Independent - a person is independent if they are free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be 'independent' even if they are a member of the organisation and/or play the sport. Examples of a 'close connection' include: (A) they are or have within the last four years been actively involved in the organisation's affairs, e.g. as a representative of a specific interest group within the organisation such as a sporting discipline, a region or a home country; (B) they are or have within the last four years been an employee of the organisation; or (C) they have close family ties with any of the organisation's directors or senior employees

31 The organisation is committed to the principles of equality and diversity and will ensure that its Board of Directors reflects the diversity of the population in which it operates. It will openly encourage applications from diverse groups, including but not limited to: BAME, disabled, LGBT and those from all faiths or none. It is committed to gender parity and will aim for a 50:50 gender mix and ensure this never falls below 1/3<sup>rd</sup> from either gender.

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### **Powers of Directors**

- 33 (1) 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 Acts, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of 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**

- 34 A director may serve for a maximum of 9 continuous years. All Directors shall retire in accordance with the provisions of Articles 35 and 36.
- 35 At each annual general meeting, any Director who has by the date of that annual general meeting served for three years since his or her last appointment as a Director shall retire from office.
- 36 At the end of his or her term of office, a Director may be re-appointed for a further term of office save that a Director shall not hold office for more than three successive terms (not more than 9 continuous years in total). When a director has completed their maximum term (9 continuous years) at least four continuous years must elapse before they can be eligible to stand as a director again.

### **Disqualification and removal of Directors**

- 37 A Director shall cease to hold office if he or she:
- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - (2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (3) becomes physically or mentally incapable of managing and administering his or her own affairs;
  - (4) resigns as a director by notice to the company (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
  - (5) is absent without the permission of the Directors from all their meetings held within a period of twelve consecutive months and the Directors resolve that his or her office be vacated;

### **Remuneration of Directors**

- 38 The Directors must not be paid any remuneration unless it is authorised by article 6.

### **Proceedings of Directors**

- 39 (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.



- (2) Any Director may call a meeting of the Directors.
  - (3) The secretary (if any) must call a meeting of the Directors if requested to do so by a director.
  - (4) Questions arising at a meeting shall be decided by a majority of votes.
  - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
  - (6) A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- 40 (1) 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.
- (2) The quorum shall be
- (a) two; or
  - (b) the number nearest to one-third of the total number of Directors plus one
- whichever is the greater, or such larger number as may be decided from time to time by the Directors.
- (3) 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.
- 41 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 42 If, at any particular meeting of the Directors, the number of Directors appointed under Article 29 is such that if all those Directors in attendance voted on a resolution of the Board, the company would be deemed to be a Regulated Company, then the number of votes cast by the Directors appointed under Article 29 shall be reduced pro rata so that the votes cast by them represent less than 20% of the total votes cast by the Directors.
- 43 (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

(3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the Directors.

44 (1) A resolution in writing or in electronic form agreed by all of the Directors entitled to receive notice of a meeting of the 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 duly convened and held.

(2) 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**

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

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

(a) the relevant powers are to be exercised exclusively by (as appropriate) the Executive Officer(s) or committee to whom they delegate;

(b) no expenditure may be incurred on behalf of the company except in accordance with a budget previously agreed with the Directors.

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

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

### **Declaration of Directors' interests**

46 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**

47 (1) If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other

provision in the articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
- (c) the unconflicted Directors consider it is in the interests of the company to authorise the conflict of interests in the circumstances applying.

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

### **Validity of Directors' decisions**

48 (1) Subject to article 49(2), 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 constitution 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.

(2) Article 49(1) does not permit a Director or a 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 49(1), the resolution would have been void, or if the Director has not complied with article 47.

### **Executive Officers**

49 The company shall have the following Executive Officers:

- (1) a Chief Executive; and
- (2) such other Executive Officers as the Directors shall from time to time determine.

50 The Chief Executive shall be appointed and removed by the Directors.

- 51 Other executives shall be appointed by a committee comprising Directors and the Chief Executive.

### **Seal**

- 52 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 otherwise so determined it shall be signed by a Director and by the secretary (if any) or by a second Director.

### **Minutes**

- 53 The Directors must keep minutes of all:
- (1) appointments of officers made by the Directors;
  - (2) proceedings at meetings of the company;
  - (3) meetings of the Directors and committees of Directors including:
    - (a) the names of the Directors present at the meeting;
    - (b) the decisions made at the meetings; and
    - (c) where appropriate the reasons for the decisions.

### **Accounts**

- 54 (1) The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Directors must keep accounting records as required by the Companies Acts.

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

- (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
  - (2) Subject to the articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- 55 Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
  - (2) must be given in electronic form.

- 56 (1) 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.
  - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (2) 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.
- 57 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.
- 58 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) 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.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent.

### **Indemnity**

- 59 (1) The company shall indemnify any Relevant Director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a "Relevant Director" means any Director or former Director of the company.

## Rules

- 60 (1) 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.
- (2) 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.
- (3) The company in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) 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.
- (5) The rules or bye laws shall be binding on all members of the company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

## Dissolution

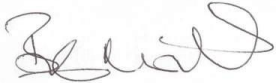
- 61 (1) The members of the company may at any time before, and in expectation of, its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the company be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
  - (b) by transfer to any company or charities for purposes similar to the Objects; or
  - (c) to any company or charities for use for particular purposes that fall within the Objects.
- (2) 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 company or charities for purposes similar to the Objects; or
- (c) to any company or charities for use for particular purposes that fall within the Objects.

(3) 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 company) and if no resolution in accordance with article 61(1) or article 61(2) 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 Commission.

Signed by:



B A Nicholls

Company Secretary

20 Sep 2017