

THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
ORKNEY RENEWABLE ENERGY FORUM

- 1 The name of the Company is “**Orkney Renewable Energy Forum**” (hereinafter referred to as “the Company”).
- 2 The Company’s registered office is to be situated in Scotland.
- 3 This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the Company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable for the purposes of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force).

Subject to that over-riding qualification, the **Company’s objects** are:-

To promote all forms of renewable energy, and energy efficiency, and encourage such activities to be of benefit to the Orkney community, and in furtherance thereof;

- (a) to encourage the preferential use of renewable energy in Orkney
- (b) to debate the best technical and sustainable options for increasing renewable energy and energy efficiency in Orkney
- (c) to facilitate research and development in renewable energy and energy efficiency
- (d) to disseminate information on renewable energy and energy efficiency
- (e) to lobby on the strategic issues affecting the development of a renewable energy sector in Orkney, and
- (f) to act as a consultative body on issues related to connecting Orkney to renewable energy markets.

- 4 In furtherance to these objects (but not otherwise) the Company will have the **powers** to:
 - 4.1 Organise, support and/or conduct educational and training courses, lectures, and other events of all kinds to promote the objects of the Company.
 - 4.2 Promote community enterprises and companies whose activities may further one or more of the above objects or may generate income to support the activities of the Company.

- 4.3 Promote partnership and integration of organisations and activities for the promotion of the objects of the Company.
- 4.4 Establish and manage such services and facilities as may be appropriate terms of contributing to the objects of the Company.
- 4.5 Engage, employ, train, or re-train, such persons as may be required in connection with furtherance of the objects of the Company and to pay reasonable and proper fees for their services. To employ skilled professionals or technical advisers or workers for the carrying out of the foregoing objects and to remunerate them as may be expedient.
- 4.6 Promote research and make the results public, arrange lectures, meetings, exhibitions, publicity campaigns, and publish pamphlets, books, journals and other publications, or films or recorded tape (audio or visual) to develop further the concept of the Company.
- 4.7 Co-operate with statutory authorities and voluntary organisations having similar objects.
- 4.8 Conduct appeals for money or other gifts or for any other assistance for any of the objects of the Company, to apply to the Government, public bodies, local authorities, and other councils, corporations, companies or persons for, and to receive grants of money, and to solicit and accept subscriptions and donations (whether of heritable or moveable property) and legacies, bequests and endowments and administer the same as part of the capital and assets of the company.
- 4.9 Purchase, take on lease or exchange, hire or otherwise acquire any heritable or moveable property and rights and privileges which the company may think necessary for the promotion of its objects and to construct, repair, renovate, decorate, maintain and/or alter any building or erection necessary for use in connection with the Company's work.
- 4.10 Improve, manage, exploit, develop, turn to account or otherwise deal with all or part of the undertakings, property and rights of the Company.
- 4.11 Sell, let, mortgage, hire, give in exchange, or otherwise dispose of all or any part of the property or assets of the Company as may be thought expedient with a view to the promotion of the objects.
- 4.12 Lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- 4.13 Borrow money and give security of the payment of money by the Company or any other person.
- 4.14 Draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

- 4.15 Enter into any arrangement or contract or agreement with any organisation, government, or authority which may be advantageous for the purpose of the activities of the Company and to obtain from any such organisation, government or authority any charter, right, privilege or concession.
- 4.16 Enter into partnership or any other arrangement for sharing profits, co-operation or mutual assistance with any other body, whether incorporated or unincorporated.
- 4.17 Give any debentures or securities, and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- 4.18 Amalgamate with any charitable body, whether incorporated or unincorporated, having objects, altogether or in part, similar to those of the company.
- 4.19 Subscribe for, take, purchase, and otherwise acquire and hold shares, stock, debentures and other interests in any company with which the Company is authorised to amalgamate and to acquire and take over the whole or any part of the undertakings, assets, and liabilities of any body, incorporated or unincorporated with which the Company is authorised to amalgamate.
- 4.20 Transfer all or any part of the undertakings, property, and rights of the Company to any body, incorporated or unincorporated, with which the Company is authorised to amalgamate.
- 4.21 Subscribe and make contributions to or otherwise support other bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the Company or with the furtherance of its objects.
- 4.22 Establish and support or aid in the establishment and support of any charitable association or institution and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the principal objects of the Company.
- 4.23 Secure such insurance cover or indemnities as may be appropriate in order to secure the Company against loss to its own funds resulting from acts and defaults of the Board and to insure the Directors against personal liability arising from acts properly undertaken in the administration of the Company or acts undertaken in breach of trust or of the terms of this Memorandum and Articles of Association but always excluding liability arising from any act or omission which such Director knew to be a breach of trust or which was committed by the Director in reckless disregard of whether it was a breach of trust or not or arising where Directors continue to trade knowing that the company is insolvent or in reckless disregard of whether it is solvent or not.

- 4.24 Invest moneys of the Company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and in such a manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirements) and to dispose of and vary such investments and securities.
- 4.25 Provide for the welfare of employees or ex-employees of the Company by grants of money, pensions, or otherwise.
- 4.26 Acquire and take over the whole or any part of the undertaking and liabilities of Orkney Renewable Energy Forum, an unincorporated association.
- 4.27 Do anything which may be incidental or conducive to the attainment of any of the objects of the Company.

And it is declared that in this clause where the context so admits “property” means any property heritable or moveable, real or personal, wherever situated.

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5.1 Subject to clause 5.2

- a) the income and property of the Company shall be applied solely for the promotion of its objects as set out in clause 3 of this Memorandum of Association.
- b) no part of the income and property of the Company shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise to the members of the Company.
- c) no Director of the Company shall be appointed to any office under the Company in respect of which a salary is payable and
- d) no benefit in money, or money’s worth, shall be given by the Company to any Director except repayment of reasonable and proper out-of-pocket expenses.

5.2 The Company shall, notwithstanding the provisions of Clause 5.1, be entitled to

- a) pay reasonable and proper remuneration to any Director or member of the Company in return for services actually rendered to the Company.
- b) pay interest at a rate per annum not exceeding two percent less than the base lending rate of a clearing bank selected by the Board or three percent whichever is the greater on money lent to the Company by any Director or member of the Company.
- c) pay rent at a rate not exceeding the open market rent for premises let to the Company by any Director or member of the Company and

- d) purchase assets from, or sell assets to, any Director or member of the Company providing such purchase or sale is at market value.
- 6 The liability of the members is limited.
- 7 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions among themselves.
- 8
- 8.1 If on the winding up or dissolution of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the members of the Company but shall be transferred to some other recognised charitable body (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the Company.
- 8.2 The charitable body or bodies to which property is transferred under clause 8.1 shall be determined by the members of the Company at or before the time of winding up or dissolution or, failing such determination and approval, by such court as may have or may acquire jurisdiction.
- 8.3 To the extent that effect cannot be given to the provisions of clause 8.1 and 8.2, the relevant property shall be applied to other charitable object or objects.
- 9
- 9.1 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which receipt and expenditure take place and a record of the assets and liabilities of the Company; such accounting records shall be open to inspection at all times by any Director of the Company.
- 9.2 The Company's Reporting Accountant shall examine the Company's accounts and make a report to members on the accounts examined by him or her, and on every balance sheet and income and expenditure account, and on all group accounts, copies of which are to be laid before the Company at the annual general meeting.

The Subscribers to the Memorandum of Association are –

- 1 Name.....
Address.....Date.....
- 2 Name.....
Address.....Date.....
- 3 Name.....
Address.....Date.....
- 4 Name.....
Address.....Date.....
- 5 Name.....
Address.....Date.....
- 6 Name.....
Address.....Date.....
- 7 Name.....
Address.....Date.....
- 8 Name.....
Address.....Date.....
- 9 Name.....
Address.....Date.....
- 10 Name.....
Address.....Date.....

WITNESS

Name in full.....

Address.....

Date.....

THE COMPANIES ACT 1985 AND 1989
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
ORKNEY RENEWABLE ENERGY FORUM

Interpretation

1. In these Articles:-

“The Act” means the Companies Act 1985 including any statutory modifications or re-enactment thereof for the time being in force.

“The Articles” means the Article of the Company

“The Board” means the Board of Directors of the Company

“clear days” in relation to the period of a notice means that 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.

“executed” includes any mode of execution

“office” means the Registered office of the Company

“Secretary” means the Secretary of the Company or any person appointed to perform the duties of the Secretary of the Company, including joint, assistant or deputy secretary.

“the United Kingdom” means Great Britain and Northern Ireland.

Expressions referring to “writing” shall, unless the contrary intention appears, be construed as including references to printing, lithography, and other modes of representing and reproduction words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

Members

2. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

Categories of Membership

3 There shall be four categories of membership:

- (a) **Full Membership**
- (b) **Associate Membership**
- (c) **Supporters Membership**
- (d) **Student Membership**

Qualifications for Membership

- 4 (a) **Full Membership:** Full membership shall be open to any Orkney resident over the age of 18, or any Orkney-based organisation, other than party political groups.
- (b) **Associate Membership:** Associate Membership shall be open to any organisation based out with Orkney, other than party political groups. Associate members shall not have any vote.
- (c) **Supporter Membership:** Supporter Membership shall be open to any individual over the age of 18. Supporter Members shall not have any vote.
- (d) **Student Membership:** Student Membership shall be open to any individual over the age of 18 in full time education. Student Members shall not have any vote.

Restriction to Membership

- 5 No paid employee of the Company may become a member
- 6 Party political groups will not be eligible for membership.
- 7 The Board shall be entitled at their discretion to refuse to admit any person to membership not withstanding that he or she fulfils one or more of the qualifications under Article 4 and is not debarred from membership by Article 5.

Application for Membership

- 8 Any person (other than the subscribers to the Memorandum of Association of the Company) who wishes to become a member shall apply to the Secretary. Associate Members shall be required to provide the name of an individual within their organisation on their application for membership who will be their representative.
- 9 Annual subscriptions shall be payable by members and shall reviewed at each annual general meeting. Such subscriptions shall become due at the start of each financial year.

- 10 The Board shall have discretion as to the admission of any person to membership.
- 11 New applications shall be considered at the next Board meeting following application to the Secretary.
- 12 Applicants shall be told within seven days of the meeting of the Board's decision.

Cessation of Membership

- 13 A person admitted to membership shall cease to be a member of the Company on his or her death, if he or she becomes of unsound mind, or resigns his or her membership by notice in writing sent to or left with the Secretary at the office.
- 14 A person admitted to membership shall cease to be a member if he or she becomes a paid employee of the Company.
- 15 In the event of an annual subscription remaining unpaid six months after the date on which it was due the Board may resolve to discontinue membership.

Withdrawal from Membership

- 16 Any person who wishes to withdraw from membership shall lodge with the Secretary written notice of resignation (in such form as the Board requires), signed by him or her; on receipt of such notice by the Secretary he or she will cease to be a member.

Expulsion from Membership

- 17 Subject to Articles 18 to 22 the Company may, by special resolution expel any person from membership.
- 18 Any member who wishes to propose at any meeting a resolution for the expulsion of a person from membership shall lodge with the Secretary written notice of his or her intention to do so (identifying the grounds for the proposed expulsion) not less than 6 weeks before the date for the meeting.
- 19 The Secretary shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned and the member concerned shall be entitled to make written representation to the Company with regard to the notice.
- 20 If representations are made to the Company in pursuance of the preceding article the Secretary shall (unless such representation is received by the Company too late for it to do so).

- a) state the fact of the representations having been made in the notice convening the meeting at which the special resolution is to be proposed and
 - b) send a copy of the representation to every person to whom notice of the meeting is given.
- 21 Whether or not a copy of written representations has been given to each of the persons entitled to receive notice of the meeting, the member concerned shall be entitled to be heard in response to the resolution at the meeting.
- 22 Failure to comply with any of the provisions of Articles 18 to 21 shall render any resolution for the expulsion of a person from membership invalid.
- 23 A person expelled from membership under Articles 18 - 21 shall cease to be a member with effect from the time at which the relevant resolution was passed.

General Meetings

- 24 All general meetings, other than the annual general meeting, shall be called extraordinary general meetings.
- 25 The annual general meeting of the Company will take place within 6 months of the end of the financial year. The meeting should be separate from any open event but may be held immediately prior to an open event.
- 26 An extraordinary general meeting shall be convened by the Board on requisition by members (under section 368 of the Act) or on requisition by a resigning auditor (under section 392a (2) of the Act). Where a meeting is requisitioned such meeting must be called to be held within 2 months after the date of such requisition.
- 27 Subject to Articles 25 and 26 and to the requirements under section 366 of the Act as to the holding of annual general meetings, the board may convene general meetings whenever they think fit.

Notice of General Meetings

- 28 Annual general meetings and extraordinary general meetings shall be called giving 10 clear days' notice intimated in the local press.
- 29 A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
- 30 Notice in writing of every general meeting shall be given to:-

all the members
the Directors
the Reporting Accountant
any Advisers

stipulating the time and place of the meeting and the business to be transacted at the meeting and any special resolutions in full to be considered at the meeting.

- 31 The notice of the annual general meeting shall be accompanied by the Annual Report of the Directors of the Company and the Annual Accounts of the Company.
- 32 The accidental omission to give notice of a meeting to, or non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

Proceedings at General Meetings

- 33 The business to be transacted at the annual general meeting shall include:-
 - a) adoption of the Annual Report of Directors
 - b) adoption of the Annual Accounts
 - c) appointment of a Reporting Accountant
 - d) review of the annual subscription
 - e) election of Directors
- 34 During the business transacted at the annual general meeting the chair will remain as interim chair after item d has concluded and preside over the election of directors. The Chair retires automatically from office after one year's service but is automatically re-elected to the board and may be elected for a second term as Chair or bear any other office if a second term has already been undertaken.
- 35 No business shall be transacted at any general meeting unless a **quorum** is present; one third of members or five members, whichever is the greater, shall be a quorum, whether present personally or represented by proxy.
- 36 If a quorum is not present within half an hour after the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairman of the meeting.
- 37 The Chairman of the Board shall preside as chairman of the meeting; if the Chairman is not present within half an hour of the time appointed for holding the meeting, the Directors shall elect one of their numbers to act as chairman or, if only one Director is present, he or she shall be chairman.
- 38 If no Director is present within half an hour after the time appointed to hold the meeting the members present shall elect one of the members to be chairman.
- 39 The chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.

- 40 No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
- 41 When a meeting is adjourned for 30 days or more at least 7 clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the nature of the business to be transacted; in any other case it shall not be necessary to give any notice of an adjourned meeting.
- 42 A resolution put to a vote at a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded by the chairman or by at least two members having the right to vote at the meeting, whether in person or by proxy.
- 43 Unless a poll is demanded in accordance with the preceding Article a declaration by the chairman that a resolution has been carried or not carried, and an entry to that effect made in the Minutes of the meeting, shall be conclusive evidence of the fact.
- 44 If a poll is demanded in accordance with Article 43 it shall be taken at once by means of a secret ballot of all persons present and entitled to vote, including proxy votes, in such a manner as the chairman may direct; the result of the poll shall be declared at the meeting at which the poll was demanded.
- 45 A resolution in writing signed by all members shall be as effectual as if it had been passed at a general meeting duly convened and held; it may consist of several documents in the same form, each signed by one or more member, and shall be subject to the provision in the Companies Act.
- 46 The Board shall have the right to invite any person who is not a member of the Company to attend and speak, but not to vote, at a general meeting.

Votes of Members

- 47 Every Full member shall have one vote which may be given either personally (whether on a show of hands or on a poll) or by proxy. Associate members and Supporter members shall not have any vote.
- 48 A Full member who wishes to appoint a proxy to vote on his or her behalf at any general meeting (or adjourned meeting) shall lodge with the Secretary at the office, no less than 48 hours before the time for holding the meeting, a written instrument of proxy, in such form as the Board might require, signed by him or her; any instrument which does not conform to such provision shall be invalid.
- 49 A proxy appointed to attend and vote at any meeting instead of a Full member shall have the same right as the Full member who appointed him or her and need not be a member of the Company.

- 50 In the case where there is an equal number of votes, whether on show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
- 51 No objection may be raised as to the validity of any vote except at the meeting at which the vote is tendered; any such objection shall be referred to the chairman whose decision shall be final and conclusive.

Number of Directors

- 52 The Board of Directors shall consist of not more than 12 Directors and not fewer than 5 Directors (unless otherwise determined by special resolution). The Company may from time to time by special resolution increase or reduce the number of Directors on the Board.

Appointment, Retiral, Re-appointment of Directors

- 53 The Subscribers to the Articles will be the first Directors of the Company.
- 54 At an annual general meeting the Company may by ordinary resolution appoint as a Director any member who has been nominated and seconded.
- 55 The Board may at any time appoint any member to be a Director to fill a vacancy on the Board, providing compliance with Article 51.
- 56 Directors shall be appointed for a period of one year and shall retire annually, but shall be eligible for re-election, except for the Chair who retires automatically from office after one year's service but is automatically re-elected to the board and may be elected for a second term as chair or bear any other office if a second term has already been undertaken.

Disqualification and Removal of Directors

- 57 A Director shall vacate office if
- a) he or she ceases to be a Director by virtue of any provision of the Act or becomes prohibited by reasons of an order made under the Company Directors Disqualification Act 1986 from being a Director;
 - b) he or she becomes bankrupt or insolvent; or
 - c) he or she becomes incapable for medical reasons of fulfilling the duties of his or her office and such incapacity is expected to continue for a period of more than six months; or
 - d) he or she becomes an employee of the Company; or
 - e) he or she ceases to be a member of the Company; or

- f) he or she resigns office by notice to the Company; or
- g) he or she is absent without the permission of the Board from 4 successive meeting of the Board and the Board resolves to remove him or her from office;
- h) he or she is directly or indirectly in any contract with the Company and fails to declare the nature of his or her interest in a manner required by section 317 of the 1985 Act.

Office Bearers

- 58 Following the incorporation of the Company and at the first Board meeting to be held immediately after each annual general meeting the Directors shall appoint from among their number a Chairman, Vice Chairman, Treasurer, Secretary and such other officers as the Board may consider appropriate for the ensuing 12 months.
- 59 There shall be no maximum period that a Director can serve in any one office, except for the position of chairman and vice chairman which will be a maximum of two years. The chairman and vice chairman may stand for election for a second term if re-elected as a Director of the Company at the Annual General Meeting.
- 60 The appointment of any Directors to executive office shall terminate if he or she ceases to be a Director or resigns from such executive office by notice to the Company.
- 61 If the appointment of any Directors to executive office terminates under the preceding Article, the Board shall at a meeting held as soon as reasonable practicable after such termination, appoint another Director to hold such office.

Directors Interest

- 62 Subject to the Provisions of the Act and of Clause 5 of the Memorandum of Association and provided that he or she has disclosed to the Board the nature and extent of any material interest of his or hers, a Director notwithstanding his office.
 - a) may be party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company has an interest,
 - b) may be a Director or other office, employed by, or a party to any transaction or arrangement, or otherwise interested in any body corporate promoted by the Company or in which the Company has an interest and

- c) shall not, by reason of his or her office, be accountable to the Company for any benefit which he or she derives from any such office or employment or from any such body corporate,

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

63 For the purpose of the preceding Article

- a) a general notice given to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice, in any transaction or arrangement in which a specified person or class of person is interested shall be declared to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified and
- b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of his or hers.

Directors Remuneration and Expenses

64 No Director shall be entitled to any remuneration, whether in respect of his or her office as Director or as holder of any executive office under the Company, except where such remuneration falls to be paid solely in terms of Article 110(a) and has been approved by the Board.

65 Directors of the Company may be paid travelling and other expenses reasonably and properly incurred by them in connection with the discharge of their duties.

Power of Directors

66 Subject to the provisions of the Act, the Memorandum of Association and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company.

67 No alteration of the Memorandum of Association or the Articles and no direction by special resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made and that direction had not been given.

68 The powers conferred by articles 65 shall not be limited by any special power conferred on the Board by the Articles.

69 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

- 70 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of his or her powers.

Proceedings of Directors

- 71 The Board will meet a minimum of four times per year. The Secretary or other person calling a meeting will give Directors 5 clear days' notice of meetings.
- 72 A **quorum** at Board meetings shall be no less than 40% of Directors, which will include at least one office bearer.
- 73 Any Director who has been absent from 4 consecutive Board meetings without reasonable cause will have deemed to have resigned and may be removed from the Board.
- 74 Any Director can call a meeting of the Board or request the Secretary to call a meeting of the Board. When requested to do so by a Director the secretary must call a meeting of the Board to take place within 14 days after such request.
- 75 No notice of a meeting of the Board need be given to a Director who is absent from the United Kingdom.
- 76 Questions arising at a meeting of the Board shall be decided by a majority of votes; in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- 77 The continuing Directors or a sole continuing Director may act notwithstanding vacancies but if the number of remaining Directors is less than the number fixed as a quorum, they or he or she may act only for the purpose of filling vacancies or for calling a general meeting.
- 78 Unless he or she is unwilling to do so, the Chairman will chair every meeting at which he or she is present.
- 79 If the Chairman is unwilling to act as chairman or is not present within 15 minutes after the time appointed for the meeting the Directors present may appoint one of their number to be chairman of the meeting.
- 80 All acts done by a meeting of the Board or by a meeting of a committee of Directors shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any Director or that any of them was disqualified from holding office or was not entitled to vote, be as valid as if every person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

- 81 A resolution in writing signed by all Directors entitled to receive notice of a meeting of the Board or of a committee of Directors shall be valid and effectual as if it had been passed at a meeting of the Board or a committee of Directors duly convened and held; it may consist of several documents in the same form each signed by one or more Directors.
- 82 Except as otherwise provided by the Articles, a Director shall not vote at a meeting of the Board or at a meeting of a committee of Directors on any resolution concerning a matter in which he or she has directly or indirectly an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his or her interest or duty arises only because the case falls within either or both of the following paragraphs,
- a) the resolution relates to the giving to him or her of a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by him or her for the benefit of, the Company or any of its subsidiaries.
 - b) The resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part (and whether alone or jointly with others) under a guarantee or indemnity or by giving of security.
- 83 For the purpose of the preceding Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the Company), connected with a Director shall be treated as an interest of the Director.
- 84 A Director shall not be counted in a quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
- 85 The Company may by special resolution suspend or relax to any extent any provision of the Articles prohibiting a Director from voting at a meeting of the Board or at a meeting of a committee of Directors.
- 86 Where proposals are under consideration concerning the appointment of two or more Directors to executive office with the Company the proposals may be divided and considered in relation to each Director separately provided he or she is not for another reason precluded from voting, each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment.
- 87 The Board may invite or allow any person to attend and speak, but not to vote, at any meeting of the Board or any committee of the Directors.

Delegation to Committee and Holders of Executive Office

- 88 The Board may delegate any of their powers to any committee consisting of one or more Directors; they may also delegate to the Chairman or any Director

holding any other executive office such of their powers as they consider desirable to be exercised by him or her.

- 89 Any delegation of powers under the preceding Article may be made subject to such conditions as the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 90 Subject to any conditions imposed in pursuance of the preceding Article, the proceedings of a committee consisting of one or more Directors shall be governed by the Articles regulating proceedings at meetings of the Board so far as they are capable of applying.

Delegation to General Committees

- 91 The Board may delegate to any general committee all such powers as the Board may think fit subject to Articles 94, 95 and 96; any such delegation shall be made collaterally with, and not to the exclusion of, the Boards powers and may be revoked or altered.
- 92 The membership of a general committee shall include at least one Director; the remaining members of the committee need not be Directors or members of the Company.
- 93 Each general committee shall elect its own chairman, who need not be a Director of the Company.
- 94 Each general committee shall regulate its proceedings in accordance with the directions issued by the Board.
- 95 Unless otherwise determined by special resolution, the following matters shall be **excluded from delegation** to any general committee,
- a) any introduction of a new policy or any change in policy which could have significant impact on the Company or which would fall within the responsibility of another committee or conflict with the declared policy of another committee or the Board
 - b) any matter involving expenditure not in accordance with the financial regulations of the Company
 - c) any capital building project
 - d) the appointment or dismissal of any employees of the Company
- 96 All contracts with third parties in connection with the discharge of the functions of a general committee shall be entered into by the chairman of the committee or, in his or her absence, by some other Director of the Company; no member of a general committee (other than a director) shall contract, or hold himself or herself out as contracting, on behalf of the Company.

- 97 All acts done by a general committee shall notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the committee or that any member of the committee was not qualified to act as such, be as valid as if every person had been duly appointed and was so qualified.
- 98 A resolution in writing signed by all the members of a general committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held; it may consist of several documents in the same form each signed by one or more member of the committee.

Open Forum Meetings

- 99 The Board shall convene Open Forum Meetings at least three times per year. The Board shall organise such meetings and decide on the agenda or programme for the meeting. The Board may open such meetings to the general public and charge a fee to non-members who attend. All categories of members of the Company shall be eligible to attend and shall not pay any entrance fee.

Secretary

- 100 Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such honorarium and upon such conditions as it might think fit; any Secretary so appointed may also be removed by the Board.

Minutes

- 101 The Board shall ensure that minutes are recorded of all proceedings at general meetings, Board meetings, meetings of committees of Directors and Open Forum meetings and shall be kept in a book for the purpose; a minute of a meeting of the Board or of committees shall include the names of the Directors or members present and any decisions taken.

Accounts

- 102 The Board shall cause true and proper accounts to be kept, showing in detail receipts and expenditure of the Company and the whole of the property, credits and liabilities; all accounts books shall normally be kept at the office.
- 103 The Company's financial year shall be 1 January to 31 December.
- 104 At the end of the financial year the accounts of the Company shall be examined by the Reporting Accountant of the Company in accordance with the Act.
- 105 The Treasurer will give the Board a written financial report, in such form as the Board may require, at each Board meeting following each calendar quarter.

- 106 The income and property of the Company from whatever source derived shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association.
- 107 No part of the income and property of the Company shall be paid or transferred, directly or indirectly by way of bonus or dividend to members of the Company.
- 108 The Company, notwithstanding the provision in Clause 106, shall be entitled to
- a) pay reasonable and proper remuneration to any Director or member of the Company in return for services actually rendered to the Company.
 - b) pay interest at a rate per annum not exceeding two percent less than the base lending rate of a clearing bank selected by the Board or three percent, whichever is the greater, on money lent to the Company by any Director or member of the Company
 - c) pay rent at a rate not exceeding the open market rent for premises let to the Company by any Director or member of the Company and
 - d) purchase assets from, or sell assets to, any Director or member of the Company providing such purchases or sale is at market value.
- 109 All cheques and other negotiable instruments and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board shall from time to time determine; all deeds, cheques and legal document shall be signed by any two of the designated signatories appointed from time to time by the Board.

Notice

- 110 Any notice to be given in pursuance of these Articles shall be in writing; the Company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his or her registered address or by leaving it at that address.
- 111 Any notice, if sent by post shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of showing that the notice was given it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 112 A member present at any meeting of the Company shall be deemed to have received notice of the meeting and where requisite, of the purpose for which it was called.

Alteration

- 113 These articles may be altered by a special resolution passed by not less than a two-thirds majority of those voting, whether personally or by proxy, at a general meeting of the Company for which due notice has been given. No amendment

may be made if the effect would be that the Company would cease to be a recognised charity.

Winding Up

- 114 If the Company is wound up or dissolved or goes into insolvent liquidation, the liquidator shall transfer the assets of the Company to an appropriate body in accordance with the provisions of the Memorandum of Association and in accordance with the Act.

Indemnity

- 115 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Reporting Accountant of the Company shall be indemnified out of the assets of the Company against any loss or liability which he or she may sustain or incur in connection with the execution of the duties of his or her office including, without prejudice to the generality liability incurred by him or her in defending any proceeding whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or trust in relation to the affairs of the Company.
- 116 For the avoidance of doubt the regulations contained in Table A in the Schedule of the Companies (Tables A to F) Regulations 1985 as amended are excluded by the foregoing Article of Association.

The Subscribers to the Articles of Association are -

- 1 Name.....
Address.....Date.....
- 2 Name.....
Address.....Date.....
- 3 Name.....
Address.....Date.....
- 4 Name.....
Address.....Date.....
- 5 Name.....
Address.....Date.....
- 6 Name.....
Address.....Date.....
- 7 Name.....
Address.....Date.....
- 8 Name.....
Address.....Date.....
- 9 Name.....
Address.....Date.....
- 10 Name.....
Address.....Date.....

WITNESS

Name in full.....

Address.....

Date.....