

Companies Act 2006
Company limited by guarantee
Company no. 3548669

MEMORANDUM OF ASSOCIATION

of

INSPIRE HOUNSLOW

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Authentication by each subscriber

Andrew James Simpson Riddell

[sgd.] Andrew J S Riddell

Léonie Estelle Cowen

[sgd.] Léonie Cowen

Date: 8th April 1998

The Companies Act 2006
 Company limited by guarantee
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**ARTICLES OF ASSOCIATION OF
 INSPIRE HOUNSLOW**

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Part 1 - Interpretation

Definitions

1. In the articles, unless the context requires otherwise:

‘Area of Benefit’ means the London Borough of Hounslow;

‘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;

‘chair’ has the meaning given in article 30;

‘chair of the meeting’ has the meaning given in article 75;

‘Commission’ means the Charity Commission for England and Wales and any body which replaces it;

‘Companies Acts’ means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to 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;

‘local authority person’ means a person who is associated with a local authority within the meaning of Section 69(5) of the Local Government and Housing Act 1989 or any statutory modification or re-enactment thereof;

‘member’ has the meaning given in section 112 of the Companies Act 2006;

‘ordinary resolution’ has the meaning given in section 282 of the Companies Act 2006;

‘participate’, in relation to a trustees’ meeting, has the meaning given in article 24;

‘proxy notice’ has the meaning given in article 92;

‘regulated company’ means 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;

‘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;

‘taxable trading’ means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;

‘trustee’ means a director of the company, and includes any person occupying the position of director, by whatever name called; and

‘writing’ means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

2. Unless the context otherwise requires;

2.1 other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company;

2.2 references to either gender or in the singular or plural shall be deemed to refer equally to the other.

Part 2 - Objects, powers and limitation of liability

Objects

3. The objects of the Company (‘the Objects’) shall be for such general charitable purposes either within the Area of Benefit or for the benefit of people who live, work or study in the Area of Benefit as the Trustees shall from time to time in their absolute discretion determine and (without prejudice to the generality of the foregoing):

- 3.1 to provide or facilitate or assist in the provision of facilities for recreation or other leisure time activity in the interests of social welfare for the public at large or those who have special need of such facilities by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances;
- 3.2 to promote the education of pupils or students in schools or establishments for further or higher education by the provision or assistance in the provision of facilities for physical education and development including games or sports equipment courses lectures demonstrations and coaching;
- 3.3 to preserve and protect the health of people who live work or study in the Area of Benefit by the provision of facilities for physical education;
- 3.4 to provide or facilitate or assist in the provision of parks, allotments and open spaces for the exercise and recreation of people who live work or study in the Area of benefit;
- 3.5 to provide and maintain cemeteries in the Area of Benefit as public burial places and as open spaces for the benefit of the public;
- 3.6 to advance the education of people who live work or study in or visit the Area of Benefit through,
 - 3.6.1 the provision of advice on the services and amenities available to them in the Area of Benefit;
 - 3.6.2 the provision and maintenance of museums
 - 3.6.3 the provision of an archive services including the collection and preservation of documents and other records related to the Area of Benefit
 - 3.6.4 the promotion of the performing arts, theatrical productions and artistic excellence and the provision of operation of a theatre and performance facilities
 - 3.6.5 the provision or assistance in the provision of lending and reference library services either free or at reasonable charge;
- 3.7 the development of the capacity and skills of the members of socially and economically disadvantaged communities who live, work, or study in the Area of Benefit in such a way that they are better able to identify and help meet their needs and to participate more fully in society
- 3.8 the preservation of buildings or sites of historical or architectural importance and which are intended to be open to the public
- 3.9 the protection and conservation of the environment including without limitation
 - 3.9.1 the reclamation, remediation or restoration without limitation reduction or prevention of pollution thereon to enable it to be used as an amenity of

the public at large,

3.9.2 the education of a dissemination of information to the public within the Area of Benefit or concerning environment management, sustainable waste management practices or the re-use or recycling of waste, and

3.9.3 the provision of financial, administrative and other services to organisations promoting the protection or conservation of the environment.

4. Article 3 may be amended by special resolution, but only with the prior written consent of the Commission.

Powers

5. In the furtherance of its objects, but not otherwise, the company may do all such lawful things as may be necessary or expedient for the attainment of the above objects, and without limiting its general powers shall have the following powers:

5.1 to provide, manage, operate, build and establish theatres, education and research institutions, organisations providing vocational training, arts, libraries, museums, community and cultural activities centres and leisure services and facilities of all kinds including single and multi-purpose buildings, complexes, outdoor areas and public open spaces for the playing and teaching of sports and games of all kinds and the enjoyment of the arts, education, leisure and recreation of all kinds;

5.2 to provide, manage, operate, own, build and establish catering and refreshment services and facilities of all kinds at any arts, sports, library, educational, leisure or community, other location or other facilities provided or operated by the company

5.3 to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the company in the shape of donations, bequests, legacies and gifts of any nature together with subscriptions, sponsorship and any other lawful means whereby the funds and assets of the company may be augmented, but provided that, in raising funds, the company shall not undertake any substantial or permanent taxable trading and shall conform to any relevant statutory regulations.

5.4 to promote, encourage, assist, participate in, give advice on the formation, operation, management fundraising or obtaining grants and other funds and provide all other services for other charitable associations established or proposed to be established for purposes similar to the objects of the company;

5.5 to establish and support or aid in the establishment and support of any charitable trusts, companies, associations or institutions and to subscribe or guarantee money for any purposes in any way connected with the Objects or calculated to further the same;

5.6 to acquire, purchase, take on lease or in exchange, hire or otherwise acquire any

real or personal property and any rights or privileges which the company may think necessary or convenient for the promotion of the Objects, and to construct, maintain, improve and alter any buildings or erections necessary or convenient for the work of the company;

5.7 to borrow or raise money for the purposes of the company on such terms and on such security (subject to such consents as may be required by law) as shall be deemed to be necessary or appropriate;

5.8 subject to such consents as may be required by law, to compromise, settle, conduct, enforce or resist either in a court of law or by arbitration any suit, debt, liability or claim by or against the company;

5.9 to sell, let, lend, develop, exchange, lease and accept surrenders of leases, mortgage (subject to such consents as shall be required by law), dispose of or turn to account and manage all or any of the property or assets of the company as may be thought necessary with a view to the promotion of the Objects;

5.10 to:

5.10.1 deposit or invest funds;

5.10.2 employ a professional fund-manager; and

5.10.3 arrange for the investments or other property of the company to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000, and, in any case in which the company shall hold or receive any property which may be the subject of a trust, the company shall only deal with or invest the same in such manner as is permitted by law having regard to such trusts;

5.11 to employ (on a full-time or part-time basis), contract with or otherwise commission or engage (whether as employees, officers, advisors, entrepreneurs or the like) such persons as shall be neither Members nor Trustees of the company and (subject to article 7) to make such reasonable and necessary arrangements as to conditions of service or contract and provision for superannuation, pensions and the like (for staff and their dependants) as are thought expedient for the promotion and attainment of the Objects;

5.12 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company;

5.13 to pay out of the funds of the company the costs, charges and expenses of and incidental to the formation and registration of the company;

5.14 to enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) which may seem conducive to the attainment of the Objects or any of them, and to obtain from any such government or authority any

charters, decrees, rights, privileges or concessions which the company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions;

- 5.15 to co-operate with other persons, charities, voluntary bodies, firms, companies, organisations, central or local government authorities and statutory bodies and to exchange information and advice with them;
- 5.16 to provide, manage, operate, organise and promote conferences, seminars, workshops, competitions, exhibitions, shows and other events of all kinds at any location;
- 5.17 to publicise and promote the Objects by the publication and dissemination (whether gratuitously or for payment) of written, audible or audiovisual material of any kind;
- 5.18 to acquire, repair and refurbish chattels for disposal to persons in need of relief on such terms as the Company may think fit;
- 5.19 to make grants or loans to persons in need of relief on such terms as the company may think fit;
- 5.20 to provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 5.21 to do all such other lawful things as shall further the Objects or any of them or shall be considered likely so to do.

and in exercising such powers the company shall endeavour to work within a community development approach and in partnership with other bodies to achieve its objects.

Liability of members

- 6. The liability of each member is limited to £1, 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 is a member or within one year after he ceases to be a member for:
 - 6.1 payment of the company's debts and liabilities contracted before he ceases to be a member;
 - 6.2 payment of the costs, charges and expenses of winding up; and
 - 6.3 adjustment of the rights of the contributories among themselves.

Application of income and property

- 7. The income and property of the company shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the company, provided that nothing herein shall prevent any payment in good faith by the company of:
 - 7.1 the usual professional charges for business done by any officer who is a solicitor,

accountant, or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf, provided that at no time shall a majority of the officers benefit under this provision and that an officer shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

- 7.2 reasonable and proper remuneration for any services rendered to the company by any member, officer or servant of the company;
- 7.3 interest on money lent by any member or officer of the company at a reasonable and proper rate per annum;
- 7.4 reasonable and proper rent for premises demised or let by any member or officer the company; or
- 7.5 reasonable out of pocket expenses incurred by any officer of the company.

Part 3 - Trustees

Trustees' general authority

- 8. Subject to the articles, the trustees are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

Power of delegation

- 9. Subject to the articles, the trustees may delegate any of the powers which are conferred on them under the articles to such person or committee, by such means (including by power of attorney), to such an extent, in relation to such matters or territories, and on such terms and conditions as they think fit.
- 10. If the trustees so specify, any such delegation may authorise further delegation of the trustees' powers by any person to whom they are delegated.
- 11. The trustees may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

- 12. Committees to which the trustees 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 trustees.
- 13. The trustees may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

Trustees to take decisions collectively

- 14. The general rule about decision-making by trustees is that any decision of the trustees must be either a majority decision at a meeting or a decision taken in accordance with article 16.

15. If the company only has one trustee, and no provision of the articles requires it to have more than one trustee, the general rule does not apply, and the trustee may take decisions without regard to any of the provisions of the articles relating to trustees' decision-making.

Unanimous decisions

16. A decision of the trustees is taken in accordance with this article when a majority of eligible trustees indicate to each other by any means that they share a common view on a matter.
17. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible trustee or to which each eligible trustee has otherwise indicated agreement in writing.
18. A decision may not be taken in accordance with article 16 if the eligible trustees would not have formed a quorum at such a meeting.
19. References in articles 16 to 18 to eligible trustees are to trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a trustees' meeting.

Calling a trustees' meeting

20. The chair or any three trustees may call a trustees' meeting by giving notice of the meeting to the trustees or by authorising the company secretary (if any) to give such notice and there shall be at least 4 meetings of the trustees in any calendar year.
21. Notice of any trustees' meeting must indicate its proposed date and time, where it is to take place; and (if it is anticipated that trustees 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.
22. Notice of a trustees' meeting must be given to each trustee, but need not be in writing.
23. Notice of a trustees' meeting need not be given to trustees 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.

Participation in trustees meetings

24. Subject to the articles, trustees participate in a trustees' meeting, or part of a trustees' meeting, when the meeting has been called and takes place in accordance with the articles, and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
25. In determining whether trustees are participating in a trustees' meeting, it is irrelevant where any trustee is or how they communicate with each other.
26. If all the trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for trustees' meetings

27. At a trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
28. The quorum for trustees' meetings is a majority of trustees (excluding any trustee who is co-opted).
29. If the total number of trustees for the time being is less than the quorum required, the trustees must not take any decision other than a decision to appoint further trustees, or to call a general meeting so as to enable the members to appoint further trustees.

Chairing of trustees' meetings

30. The trustees may appoint a trustee to chair their meetings, and the person so appointed for the time being is known as the chair. The trustees may terminate the chair's appointment at any time.
31. If the chair is not participating in a trustees' meeting within ten minutes of the time at which it was to start, the participating trustees must appoint one of themselves to chair it.

Votes at trustee's meetings

32. If the numbers of votes for and against a proposal are equal, the chair or other trustee chairing the meeting shall have a casting vote unless if, in accordance with the articles, the chair or such other trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

33. If an actual or potential conflict of interest arises for a trustee 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 trustees may authorise such a conflict of interests provided that:
 - 33.1 any conflicted trustee is not to be counted in the quorum of trustees at the meeting where the conflict is to be authorised;
 - 33.2 the unconflicted trustees consider it is in the interests of the company to authorise the conflict of interest in the circumstances applying; and
 - 33.3 a condition is attached to the authorisation requiring that article 35 is complied with every time the authorised conflict arises for any conflicted trustees at a board meeting.
34. The trustees may attach any conditions to an authorisation given under article 33 that they consider to be in the best interests of the company.
35. The trustees should consider whether any actual or potential conflicts should be authorised in accordance with article 33 each time:

- 35.1 a new trustee is appointed; or
- 35.2 a new situation (not already authorised) arises for an existing trustee that gives rise to an actual or potential conflict of interests.
36. For the purposes of section 181(2)(a) of the Companies Act 2006 (which shall be deemed to apply to the company whether or not it is a charity) the duty to avoid conflicts of interest and the provisions of articles 33 to 35 (inclusive) shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the company in relation to the following:
- 36.1 an interest in any contract, arrangement, transaction or proposal concerning the purchase and/or maintenance of any insurance policy pursuant to these Articles ;
or
- 36.2 any payment permitted by article 7 or any benefit granted to a Trustee in the capacity of a beneficiary of the company,
- but where such a conflict of interest does arise any conflicted trustee shall comply with articles 37 and 38.
37. A trustee who is interested directly or indirectly in any matter which is under discussion by the trustees shall disclose the nature and extent of his interest in that matter.
38. A trustee who is directly or indirectly interested in any matter which is under discussion by the trustees shall not vote on that matter and shall not (unless required to do so by the chair of the meeting) remain during the trustees' discussion of such matter.
39. If a trustee inadvertently votes on a matter to which article 36 applies, his vote shall not be counted.
40. A trustee shall not be counted in the quorum in relation to any resolution of the trustees or of a committee of the trustees concerning any contract, arrangement, transaction or any proposal to which the company is or is to be a party and in which he has an interest.
41. If any question arises at any meeting as to the entitlement of any trustee to remain in the room while a particular matter is discussed, vote or be counted in a quorum, and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be decided by resolution of the trustees present at that meeting who are not subject to the same conflict, whose majority vote shall be final and conclusive.
42. A trustee who is in any way, whether directly or indirectly, interested in a contract or proposed contract, arrangement or dealing with the company, shall declare the nature of his/her interest at a meeting of the trustees, and subject thereto and subject to the right of the remaining trustees to resolve that s/he withdraw and not vote on a particular matter, he may be counted in the quorum present at any meeting of the Trustees whereat such contract, arrangement or dealing with the company is considered or entered into and may vote in respect thereof.
43. For the purposes of articles 33 to 38 (inclusive) an interest of a person who is for the

purposes of the Companies Act 2006 connected (which expression shall have the meaning given thereto by section 252 of the Companies Act 2006) with a trustee shall be treated as an interest of the trustee.

Records of decisions to be kept

44. The trustees must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the trustees.

Appointment of trustees

45. The subscribers to the Memorandum (being the first members) are also the first trustees. Subsequent trustees shall be elected by the members or co-opted by the trustees in accordance with these articles.
46. No local authority person shall be eligible to be a trustee.
47. The trustees when complete consist of at least 3 and not more than 11 persons who being individuals are over the age of 18, all of whom must support the objects of the company. If any trustee is a corporate body it must act through a named representative whose contact details are notified to the trustees and there must be at least one individual trustee.
48. Except as provided under article 49, a trustee may not act as a trustee unless he is a member of the company and has signed a written declaration of willingness to act as a charity trustee of the company.
49. The trustees may at any time co-opt individuals who are eligible under article 48 as a trustee either:
- 49.1 to fill a vacancy in their number; or
- 49.2 (subject to a maximum of 4 in addition to the number permitted by article 47) as an additional trustee

but a co-opted trustee shall hold office only until the next annual general meeting (or, if such a meeting is not held, for one year). A co-opted trustee need not be a member of the company.

Retirement of trustees

50. One third (or the number nearest one third) of the trustees must retire at each annual general meeting (or, if no such meeting is held, in each year), those longest in office retiring first and the choice between any of equal service being made by drawing lots.
51. A retiring trustee who is eligible under article 49 may be reappointed, but:
- 51.1 save as provided in article 51.2, no trustee (whether appointed or co-opted) shall serve as a trustee for more than 9 years without a break of not less than one year;
- 51.2 any trustee who held office on 12th February 2014 may serve as a trustee for up to

23 years without a break of not less than one year;¹ and

- 51.3 for the purposes of this article any periods of service as a Trustee (whether elected or co-opted) shall be aggregated.
52. A trustee's term of office as such automatically terminates if:
- 52.1 he ceases to be a trustee by virtue of any provision of the Companies Act 2006 or is prohibited from being a trustee by law;
 - 52.2 he is disqualified under the Charities Act from acting as a charity trustee;
 - 52.3 he has a bankruptcy order is made against him;
 - 52.4 he makes a composition with his/her creditors generally in satisfaction of his debts;
 - 52.5 a registered medical practitioner who is treating him gives a written opinion to the company stating that he has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - 52.6 by reason of his mental health, a court makes an order which wholly or partly prevents him from personally exercising any powers or rights which he would otherwise have;
 - 52.7 he is absent without permission from or agreement with the board from 3 consecutive meetings of the trustees or 50% of the meetings of the trustees held in any period of 12 months and is asked by a majority of the other trustees to resign;
 - 52.8 he resigns by written notice to the trustees (but only if at least 4 trustees will remain in office after such resignation);
 - 52.9 he is removed by the members at a general meeting under the Companies Act; or
 - 52.10 forthwith if he becomes a local authority person.
53. A technical defect in the appointment of a trustee of which the trustees are unaware at the time does not invalidate decisions taken at a meeting.

Part 4 - Members

Membership of the company

54. The subscribers to the memorandum and such other persons as the trustees shall admit to membership shall be members of the company.
55. Membership is open only to the trustees and is terminated if the member concerned ceases to be a trustee.

¹ Article 51.2 was amended by a Written Resolution on 2nd June 2016 and by a Special Resolution on 11th May 2017.

56. No local authority person shall be eligible to be a member of the company, and any member who becomes a local authority person shall inform the company immediately of that fact.
57. The form and the procedure for applying for membership is to be prescribed by the trustees.
58. Membership is not transferable.
59. Any body corporate which is a member of the company may by resolution authorise such person as it thinks fit to act as its representative at any meeting of the company. A copy of such authorisation shall be in writing and signed or executed in accordance with that member's internal processes and shall take effect when delivered to the registered office of the company. Any such authorisation shall continue in force until withdrawn or replaced by such member.

Termination of membership

60. A member may withdraw from membership of the company by giving 7 days' notice to the company in writing provided that there will be at least one member remaining after such withdrawal.
61. A person's membership terminates forthwith when that person dies, ceases to exist or becomes a local authority person.

Notice of, attendance and speaking at general meetings

62. A general meeting of the company must be called by notice of at least 14 days. A general meeting may be called by shorter notice than that otherwise required if shorter notice is agreed by the members. The shorter notice must be agreed to by a majority in number of the members having a right to attend and vote at the meeting.
63. 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.
64. A person is able to exercise the right to vote at a general meeting when:
 - 64.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 64.2 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.
65. The trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
66. 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.

67. 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.

Quorum for general meetings

68. The quorum for a general meeting shall be a minimum of 70% of the members of the company.
69. No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
70. In the event that the company has only one member, then one qualifying person present at a meeting is a quorum. In any other case, two qualifying persons present at a meeting are a quorum.
71. A 'qualifying person' for the purposes of article 70 means an individual who is a member of the company, or a person authorised to act as the representative of a corporate member, or a person appointed as the proxy of a member in relation to the meeting.

Chairing general meetings

72. If at any time there is only one member of the company the chair shall be such person as the single member may nominate, and in default of such nomination the following provisions of this article shall take effect.
73. If the trustees have appointed a chair, the chair shall chair general meetings if present and willing to do so.
74. If the trustees have not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- 74.1 the trustees present, or
- 74.2 (if no trustees are present), the meeting,
- must appoint a trustee or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
75. The person chairing a meeting in accordance with articles 72 to 74 is referred to as 'the chair of the meeting'.

Attendance and speaking by trustees and non-members

76. Trustees may attend and speak at general meetings, whether or not they are members.
77. The chair of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

Adjournment

78. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
79. The chair of the meeting may adjourn a general meeting at which a quorum is present if:
 - 79.1 the meeting consents to an adjournment, or
 - 79.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
80. The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
81. When adjourning a general meeting, the chair of the meeting must:
 - 81.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the trustees, and
 - 81.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
82. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - 82.1 to the same persons to whom notice of the company's general meetings is required to be given, and
 - 82.2 containing the same information which such notice is required to contain.
83. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting at general meetings

84. Each member present, in person or by proxy, shall have one vote.
85. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
86. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
87. Any such objection must be referred to the chair of the meeting whose decision is final.
88. A poll on a resolution may be demanded:

- 88.1 in advance of the general meeting where it is to be put to the vote, or
 - 88.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
89. A poll may be demanded by:
- 89.1 the chair of the meeting;
 - 89.2 the trustees;
 - 89.3 two or more persons having the right to vote on the resolution; or
 - 89.4 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
90. A demand for a poll may be withdrawn if the poll has not yet been taken, and the chair of the meeting consents to the withdrawal.
91. A poll must be taken immediately and in such manner as the chair of the meeting directs.

Proxy notices

92. Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:
- 92.1 states the name and address of the member appointing the proxy;
 - 92.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 92.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
 - 92.4 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.
93. The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
94. 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.
95. Unless a proxy notice indicates otherwise, it must be treated as:
- 95.1 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
 - 95.2 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.
96. 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.

97. 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.
98. 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.
99. 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.

Amendments to resolutions

100. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 100.1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
 - 100.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
101. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - 101.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 101.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
102. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

Part 5 - Administrative arrangements

Means of communication to be used

103. 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.
104. Subject to the articles, any notice or document to be sent or supplied to a trustee in

connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.

105. A trustee may agree with the company that notices or documents sent to that trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seal

106. The company is not obliged to have a common seal, but if it does have one the provisions of articles 107 to 109 (inclusive) shall apply.
107. Any common seal may only be used by the authority of the trustees, who may decide by what means and in what form such seal is to be used.
108. Unless otherwise decided by the trustees, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
109. For the purposes of this article, an authorised person is:
- 109.1 any trustee of the company;
 - 109.2 the company secretary (if any); or
 - 109.3 any person authorised by the trustees for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

110. Except as provided by law or authorised by the trustees or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.
111. Without prejudice to the generality of article 110, copies of the latest accounts must be supplied in accordance with the Charities Act 2006 to any other person who makes a written request and pays the company's reasonable costs.

Provision for employees on cessation of business

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

Indemnity

113. A relevant trustee of the company or an associated company may be indemnified out of the company's assets against:

- 113.1 any liability incurred by that trustee in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
- 113.2 any liability incurred by that trustee in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- 113.3 any other liability incurred by that trustee as an officer of the company or an associated company.

but provided that this article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

114. For the purposes of article 113:

- 114.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- 114.2 a 'relevant trustee' means any trustee or former trustee of the company or an associated company.

Insurance

115. The trustees may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant trustee in respect of any relevant loss.

116. For the purposes of article 115:

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

Rules

117. The trustees may from time to time make such rules as they may deem necessary or expedient or convenient for the proper conduct and management of the company, and, in particular, (but without prejudice to the generality of the foregoing) they may by such rules regulate:

- 117.1 the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by these articles;
- 117.2 the manner of operation of any bank account in the name of the company and

arrangements for the signature of cheques and orders for the payment of money from such account; and

- 117.3 generally, all such matters as are commonly the subject matter of company rules.
118. No rule shall be inconsistent with or shall affect or repeal anything contained in the memorandum or articles.
119. The company in general meeting shall have the power to alter, add to or repeal the rules and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the company all such rules, which shall be binding on all members of the company.