

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

SCOTTISH SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

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PART 1 - INTERPRETATION AND LIMITATION OF LIABILITY

1 Definitions and interpretation

1.1 In the Articles, unless the context requires otherwise:

1.1.1 "**Act**" means the Companies Act 2006;

1.1.2 "**Annual Board Meeting**" means a meeting of the Board held annually on the same day as (but separately from) the Annual General Meeting;

1.1.3 "**Articles**" means the company's articles of association;

1.1.4 "**Bankruptcy**" includes individual insolvency proceedings in a jurisdiction other than Scotland which have an effect similar to that of bankruptcy;

1.1.5 "**Board**" means the Board of Directors of the company;

1.1.6 "**Chair**" has the meaning given in article 15;

1.1.7 "**Chair of the Meeting**" has the meaning given in article 32;

1.1.8 "**Charities Act**" means the Charities and Trustee Investment (Scotland) Act 2005;

1.1.9 "**Charitable Purposes**" means a charitable purpose under section 7 of the Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

1.1.10 "**Clear Days**" means the period of the length specified in the Articles excluding the day of the meeting and the day on which the notice is given. Where the notice is sent by post to an address in the United Kingdom, and the company can show that it was properly addressed, pre-paid and posted, notice is deemed to have been given to the intended recipient 48 hours after it was posted;

1.1.11 "**Companies Acts**" means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the company;



- 1.1.12 **"Director"** means a director of the company and includes any person occupying such position, such persons being charity trustees for the purpose of the Charities Act, by whatever name called;
- 1.1.13 **"Document"** includes, unless otherwise specified, any document sent or supplied in Electronic Form;
- 1.1.14 **"Electronic Form"** means, in relation to the sending or supply of a document or information, the sending or supply by electronic means (such as by e-mail or fax) or by any other means while in an electronic form (such as sending a disk by post);
- 1.1.15 **"Eligible Director"** means a Director who would be entitled to vote on the matter at a meeting of Directors, but excluding any Director whose vote is not to be counted in respect of the particular matter;
- 1.1.16 **"Member"** has the meaning given in section 112 of the Act;
- 1.1.17 **"Objects"** means the Objects of the company as described in article 2;
- 1.1.18 **"Ordinary Resolution"** has the meaning given in section 282 of the Act;
- 1.1.19 **"Participate"**, in relation to a Directors' meeting, has the meaning given in article 13 and "Participating" shall be construed accordingly;
- 1.1.20 **"Proxy Notice"** has the meaning given in article 38;
- 1.1.21 **"Resolution Date"** means 5th June 2024;
- 1.1.22 **"Special Resolution"** has the meaning given in section 283 of the Act;
- 1.1.23 **"Secretary"** means the person appointed as company secretary under article 24;
- 1.1.24 **"Subsidiary"** has the meaning given in section 1159 of the Act;
- 1.1.25 **"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.

1.2 Unless the context otherwise requires:-

1.2.1 other words or expressions contained in these Articles bear the same meaning as in the Act as in force on the date when these Articles become binding on the company;

1.2.2 words in the singular include the plural and in the plural include the singular; and

1.2.3 a reference to one gender includes a reference to the other gender.

1.3 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

1.3.1 (a) any subordinate legislation from time to time made under it; and

1.3.2 (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.4 These Articles apply instead, and to the exclusion, of the model articles for private companies limited by guarantee set out in schedule 2 of The Companies (Model Articles) Regulations 2008.

2 Objects

2.1 The objects of the company are to prevent cruelty to animals and to encourage kindness and humanity in their treatment.

2.2 For the purposes of the Charities Act the following Charitable Purposes are relevant and for the purposes of the Charities Act are the Charitable Purposes identified as applicable from section 7 of the Charities Act:-

2.2.1 the advancement of animal welfare; and

2.2.2 the advancement of education in relation to animal welfare.

2.3 For the purposes of the Taxes Acts the provisions set out in articles 2.1 to 2.2 inclusive shall be read together to ensure the Charitable Purposes of the Company are compliant with the Taxes Act.

3 Powers

In furtherance of the above Objects the company shall have the following powers:

FINANCIAL

- 3.1 to raise funds and to invite and take such steps (by way of personal or written appeals, events, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company whether by way of subscription, donation, grant, gift, legacy, endowment or otherwise;
- 3.2 to receive contributions from any other person or persons whatsoever by way of subscription, donation, grant, gift, legacy, endowment or otherwise, either absolutely or conditionally, or in trust, provided that this shall be without prejudice to the ability of the company to disclaim any subscription, donation, grant, gift, legacy, endowment or other such payment or benefit, in whole or in part, in such circumstances as the company may think fit in furtherance of the above Objects;
- 3.3 to pay all expenses incurred in connection with the promotion, formation and incorporation of the company;
- 3.4 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments;

FUNDS

- 3.5 to invest the moneys of the company not immediately required for the furtherance of its Objects in such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 3.6 subject to such consents as may be required by law, to borrow and raise money for the furtherance of the Objects of the company in such manner and on such security as the company may think fit;

PERSONNEL

- 3.7 to employ and remunerate such staff as are necessary for the furtherance of the Objects of the company;
- 3.8 to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of the employees and their spouses or civil partners and other dependants;
- 3.9 to engage any person or body to provide services to the company;

COLLABORATION

- 3.10 to liaise and work in collaboration with other organisations with similar aims and objectives to the company and to charge, if considered appropriate, fees for the provision of services;
- 3.11 to subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not) whose objects are wholly or in part similar to those of the company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the company and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the company of any such charitable organisation, institution, society or body;
- 3.12 to establish and support or aid the establishment and support of any charitable trusts, companies or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the Objects of the company;
- 3.13 to liaise with European, UK, Scottish and local government authorities and agencies, local enterprise companies, local economic development companies, voluntary sector bodies and others, all with a view to maximising the effectiveness of the company in pursuing its Objects;
- 3.14 to enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organisation, government or authority any right, privilege or concession, including payment for services rendered;
- 3.15 to establish joint ventures with companies whose activities may further one or more of the above Objects or may generate income to support the activities of the company;
- 3.16 to make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the furtherance of the company's Objects;

GUARANTEES, INDEMNITIES AND INSURANCE

- 3.17 to 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;

- 3.18 to make payments towards insurance for any Director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law);
- 3.19 to effect insurance against risks pursuant to the activities of the company;
- 3.20 to grant guarantees and contracts of indemnity on behalf of any person;
- 3.21 to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;

PROPERTY

- 3.22 to purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights or privileges and to construct, maintain and alter any buildings or erections which the company may think necessary for the promotion of its Objects;
- 3.23 subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the company with a view to the furtherance of its Objects;
- 3.24 to improve, manage, exploit, develop and otherwise deal with all or any part of the undertaking, property and rights of the company;
- 3.25 to acquire and make use of the assets lawfully transferred to the company by any related charitable organisation;
- 3.26 to purchase, take on lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activity of the company;
- 3.27 to sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company;
- 3.28 to improve, manage, enhance, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company;
- 3.29 to design, prepare, publish and/or distribute informational and/or promotional materials, including information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, multimedia products, display materials and online or electronic resources;
- 3.30 to oppose or object to any application or proceedings which may prejudice the company's interests;

- 3.31 to carry out any of the company's Objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor sub-contractor, trustee or any person acting in any other capacity on behalf of the company either alone or in conjunction with others so acting;
- 3.32 to initiate, promote, conduct, co-ordinate, monitor and/or assist (whether financially or otherwise) projects, initiatives, and schemes of all kinds, as are necessary for the attainment of, or which might reasonably be regarded as likely to further, or which might appropriately be carried out in connection with, any or all of the above Objects of the company;
- 3.33 to do any or all such other lawful things as are necessary for the attainment of, or which might reasonably be regarded as likely to further, or which might appropriately be carried out in connection with, any or all of the above Objects of the company; and
- 3.34 to do all or any of the things above authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this company is authorised to amalgamate.

4 Income and property

The income and property of the company shall be applied solely towards the promotion of its Objects set out in article 2 and no portion shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the company nor shall any payments be made to Directors except as permitted by these Articles.

5 Liability of members

- 5.1 The liability of the Members is limited to the amount set out in article 5.2.
- 5.2 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 is a Member or within one year after he ceases to be a Member, for:-
 - 5.2.1 payment of the company's debts and liabilities contracted before he ceases to be a Member;
 - 5.2.2 payment of the costs, charges and expenses of winding up; and
 - 5.2.3 adjustment of the rights of the contributories among themselves.

PART 2 - DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

6 Directors' general authority

6.1 Subject to the Articles, the Directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

7 Directors' and secretary's expenses and remuneration

7.1 The company may pay any reasonable expenses which the Directors and the company secretary (if any) properly incur in connection with their attendance at meetings of Directors or committees of Directors or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

7.2 The company shall, notwithstanding the provisions of article 4, be entitled, subject to the Charities Act:-

7.2.1 to pay reasonable and proper remuneration to any Director or Member of the company in return for services actually rendered to the company;

7.2.2 to pay interest at a rate not exceeding the commercial rate on money lent to the company by any Director or Member of the Company;

7.2.3 to 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

7.2.4 to purchase assets from, or sell assets to, any director or member of the Company providing such purchase or sale is at market value.

8 Directors may delegate

8.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:-

8.1.1 to such person or committee;

8.1.2 by such means (including by power of attorney);

8.1.3 to such an extent;

8.1.4 in relation to such matters or territories; and

8.1.5 on such terms and conditions;

as they think fit.

8.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

8.3 The Directors may revoke any delegation, in whole or part, or alter its terms and conditions.

9 Committees

9.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

9.2 The Directors 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.

DECISION MAKING BY DIRECTORS

10 Directors to take decisions collectively

10.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 11.2.

10.2 If:-

10.2.1 the company only has one Director for the time being; and

10.2.2 no provision of the Articles requires it to have more than one Director,

the general rule does not apply, and the Director may (for so long as he remains the sole Director) take decisions without regard to the provisions of articles 10 to 19 inclusive (but with the benefit of article 17.1).

11 Unanimous decisions

- 11.1 A decision of the Directors is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.
- 11.2 Such a decision may take the form of a resolution in Writing where each Eligible Director has signed one or more copies of it or to which each Eligible Director has otherwise indicated agreement in Writing.
- 11.3 A decision may not be taken in accordance with this article if the Eligible Directors would not have formed a quorum at such a meeting.

12 Calling a Directors' meeting

- 12.1 Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Secretary (if any) to give such notice.
- 12.2 Notice of any Directors' meeting must indicate:-
- 12.2.1 its proposed date and time;
 - 12.2.2 where it is to take place; and
 - 12.2.3 if it is anticipated that Directors Participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 12.3 Notice of a Directors' meeting must be given to each Director, but need not be in Writing.
- 12.4 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

13 Participation in Directors' meetings

- 13.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting ("**Participate**") when:-
- 13.1.1 the meeting has been called and takes place in accordance with the Articles; and

13.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

13.2 In determining whether Directors are Participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

13.3 If all the Directors 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.

14 Quorum for Directors' meetings

14.1 At a Directors' meeting, unless a quorum is Participating, no proposal is to be voted on, except a proposal to call another meeting.

14.2 The quorum for Directors' meetings is four.

14.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:-

14.3.1 to appoint further Directors; or

14.3.2 to call a general meeting so as to enable the Members to appoint further Directors.

15 Chairing of Directors' meetings

15.1 The Directors shall elect from their own number a Chair provided the position may only be held for a maximum consecutive period of four years.

15.2 Notwithstanding article 15.1, in the event that a Chair falls to retire pursuant to article 21.3 they shall remain in office as Director and Chair but only in each case until such time as a new Chair is elected pursuant to article 15.1 and article 20.1 shall during that period be amended to the extent that the maximum number of Directors shall be increased by one for such period.

15.3 If the Chair is not Participating in a Directors' meeting within ten minutes of the time at which it was to start, the Participating Directors must appoint one of themselves to chair it.

16 Casting vote

16.1 If the numbers of votes for and against a proposal are equal, the Chair or other Director chairing the meeting has a casting vote.

16.2 Article 16.1 does not apply if, in accordance with the Articles, the Chair or other Director is not to be counted as Participating in the decision-making process for quorum or voting purposes.

17 Directors' conflicts of interest

17.1 Subject to the terms of the Act and the Charities Act, a Director shall not vote in respect of any matter in which he has an interest (or any matter arising therefrom) and which conflicts or may conflict with the interests of the company and if he does his vote shall not be counted.

18 Minutes of meetings

18.1 The Directors shall ensure that the company records minutes of proceedings at any Directors' meetings and that such records are kept for at least 10 years from the date of the relevant meeting.

19 Directors' discretion to make further rules

Subject to the Articles, and provided it does not conflict with the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

APPOINTMENT OF DIRECTORS

20 Methods of appointing Directors

20.1 The Board shall consist of not less than six and (subject to any other provisions in these Articles) not more than twelve persons.

20.2 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a Director by a decision of the Board.

20.3 The Directors may appoint the Chief Executive appointed under article 23.1 as an additional director to hold office for so long as they remain Chief Executive and pay proper and reasonable remuneration to that person and for so long as the Chief Executive is so appointed as a director the limit in article 20.1 shall be increased to thirteen.

20.4 In any case where, as a result of death, the company has no Members and no Directors, the personal representatives of the last Member to have died have the right, by notice in Writing, to appoint a person to be a Director.

21 Terms of office

- 21.1 The Directors in office immediately prior to the Resolution Date shall continue in office in accordance with these Articles.
- 21.2 Directors, subject to article 21.4, shall be appointed for a term of four years ("a Term") and shall thereafter be eligible for re-appointment for one further Term.
- 21.3 A Director who holds the position of Chair at the end of their period of office as a Director may remain as a Director and as Chair until the expiry of their term as Chair. At the expiry of their term as Chair they shall retire.
- 21.4 A Director who has served two Terms may be eligible to be reappointed as a Director after a break of at least twelve months has elapsed on criteria set by the Board and for a new term of office, not exceeding four years, set by the Board.

22 Termination of director's appointment

- 22.1 A person ceases to be a Director as soon as:-
- 22.1.1 that person is removed by resolution of the board pursuant to the Act;
 - 22.1.2 that person ceases to be a Director by virtue of any provision of the Act, Charities Act or is prohibited from being a Director by law;
 - 22.1.3 that person is disqualified from acting as a charity trustee by virtue of the Charities Act;
 - 22.1.4 a Bankruptcy order is made against that person or a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 22.1.5 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - 22.1.6 notification is received by the company from the Director that the Director is resigning;
 - 22.1.7 that person has not been present at least half of the meetings of the Board in any calendar year and the Directors pass a resolution to remove him or her;

- 22.1.8 that person is not present at three consecutive meetings of the Board without having given any prior apology to the meeting.
- 22.1.9 that person is removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities Act: or
- 22.1.10 that person is removed from office by resolution of the board that it is in the best interests of the charity that their office be vacated passed at a meeting at which at least half of the Directors are present. S
- 22.1.11 A resolution under 22.1.9 and 22.1.10 shall only be valid if:
 - 22.1.11.1 the Director has been given at least 14 clear days' notice in writing of the meeting of the Directors at which the resolution will be propose and the reasons why it is proposed and;
 - 22.1.11.2 the Director has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Directors must consider any representations made by the Director (or the Director's representative) and inform the Director of their decision following such consideration.

23 Chief Executive

- 23.1 The Directors shall have power to appoint a Chief Executive and such other officials as may be required to carry out the functions of the company for such terms, at such remuneration and upon such conditions as they may think fit; and any such person appointed may be removed by them.

24 Secretary

- 24.1 Subject to the provisions of the Act, the Directors may appoint a company secretary for such terms, at such remuneration and upon such conditions as they may think fit; and any person so appointed shall be removed by them.

PART 3 – MEMBERS BECOMING AND CEASING TO BE A MEMBER

25 Applications for membership

25.1 Subject to article 25.2, membership of the company shall be open to all individuals who support the Objects. Subject to the terms of these Articles, the Directors may set criteria for the admission to any class of members.

25.2 Membership of the company shall be open to employees of the company but for so long as any Member shall remain an employee of the company, the Member shall not be entitled to vote on any business at any general meeting nor be counted in any quorum at any general meeting.

25.3 There shall be three classes of membership namely:-

25.3.1 Life Members

25.3.2 Ordinary Members

25.3.3 Junior Members

25.4 Unless the Board admits someone to the class of Life Members or they are in such class at the Resolution Date, all Members over the age of eighteen are Ordinary Members.

25.5 Individuals under the age of eighteen may apply to the class of Junior Members. Junior Members shall be entitled to receive notice of, and to attend each general meeting but shall not be entitled to vote nor be counted in any quorum at any general meeting.

25.6 The Directors shall be entitled in their discretion to refuse to admit any person to membership of the company.

26 Subscriptions

26.1 All Members other than Life Members shall pay such subscription as the Directors may from time to time determine. A responsible adult will assume responsibility for honouring payment of the subscription of a Junior Member. If any Member fails to pay their subscription within such period from the due date as determined by the Directors then their membership shall cease forthwith.

27 Termination of Membership

27.1 A Member of the company shall cease to be a Member if;

- 27.1.1 the Member dies;
 - 27.1.2 the Member resigns by giving notice in writing;
 - 27.1.3 the Member cancels their direct debit;
 - 27.1.4 a Junior Member attains the age of 18 at which point they automatically become an Ordinary Member subject to the criteria for ordinary membership.
 - 27.1.5 the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that the membership is terminated.
- 27.2 A resolution under 27.1.5 may not pass unless:
- 27.2.1 the Member has been given at least 14 clear days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and
 - 27.2.2 the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The Directors must consider any representations made by the Member (or the Member's representative) and inform the Member of their decision following such consideration.
 - 27.2.3 A Member removed from membership by such a resolution shall remain liable to pay to the Charity any subscription or other sum owed by them.
 - 27.2.4 Where the Member is a Directors, the Member ceases to be a Director.
- 27.3 A Member expelled from membership under article 27.1.5 shall cease to be a Member with effect from the time at which the resolution is passed.

28 Transfer of Membership

28.1 Membership shall not be transferable.

PART 4 – DECISION-MAKING BY MEMBERS

ORGANISATION OF GENERAL MEETINGS

29 Convening a general meeting

29.1 The Directors of the company may call a general meeting of the company.

29.2 In accordance with the provisions of the Act, the Members of the company may require the Directors to call a general meeting of the company provided the request is made by Members representing at least 5% of the total voting rights of all the Members having a right to vote at general meetings.

29.3 In each calendar year the Directors may call a general meeting of the company which shall be designated the Annual General Meeting and the provisions relating to general meetings in these Articles shall apply to each Annual General Meeting.

29.4 A general meeting must be called by notice of at least 14 Clear Days. It may be called by shorter notice than this if agreed to 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% of the total voting rights at that meeting of all the Members.

29.5 Notice of a general meeting must be sent to every Member, every Director and the company's auditors (if any).

29.6 A notice of a general meeting must include:-

29.6.1 the time, date and place of the meeting;

29.6.2 the general nature of the business to be dealt with at the meeting; and

29.6.3 notification of the right of Members who are entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at a meeting as set out in section 324 of the Act.

30 Attendance and speaking at general meetings

30.1 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.

30.2 A person is able to exercise the right to vote at a general meeting when:-

30.2.1 that person is entitled to vote and is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

30.2.2 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.

30.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

30.4 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.

30.5 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.

31 Proceedings and Quorum for general meetings

31.1 All business to be transacted at a general meeting shall be deemed to be special and require a three-quarters majority save for the consideration of the accounts, the report of the directors and auditors, the election of directors and the appointment of and the fixing of the remuneration of the auditors, which shall be deemed to be ordinary.

31.2 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. Two Members present who are entitled to vote at a general meeting shall be a quorum.

32 Chairing general meetings

32.1 If the Directors have appointed a Chair, the Chair shall chair general meetings if present and willing to do so.

32.2 If the Directors 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:-

32.2.1 the Directors present; or

32.2.2 (if no Directors are present), the meeting,

must appoint a Director or Member to chair the meeting, and the appointment of the Chair of the Meeting must be the first business of the meeting.

32.3 The person chairing a meeting in accordance with this article is referred to as "the Chair of the Meeting".

33 Attendance and speaking by Directors and non-Members

33.1 Directors may attend and speak at general meetings, whether or not they are Members.

33.2 The Chair of the Meeting may permit other persons who are not Members of the company to attend and speak at a general meeting.

34 Adjournment

34.1 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.

34.2 The Chair of the Meeting may adjourn a general meeting at which a quorum is present if:-

34.2.1 the meeting consents to an adjournment; or

34.2.2 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.

34.3 The Chair of the Meeting must adjourn a general meeting if directed to do so by the meeting.

- 34.4 When adjourning a general meeting, the Chair of the Meeting must:-
- 34.4.1 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 Directors; and
 - 34.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 34.5 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:-
- 34.5.1 to the same persons to whom notice of the company's general meetings is required to be given; and
 - 34.5.2 containing the same information which such notice is required to contain.
- 34.6 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

35 Voting: general

- 35.1 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.
- 35.2 On a vote on a resolution on a show of hands:-
- 35.2.1 every Member who (being an individual) and entitled to vote is present in person shall have one vote;
 - 35.2.2 every proxy present who has been duly appointed by one or more Members entitled to vote on the resolution shall have one vote unless article 35.2.4 or article 35.2.5 applies;
 - 35.2.3 every Member who (being a corporation) is present by a duly authorised corporate representative shall have one vote;
 - 35.2.4 a proxy has one vote for and one vote against the resolution if he has been duly appointed by more than one Member entitled to vote on the resolution and he has been instructed

by one or more of those Members to vote for the resolution and by one or more other of those Members to vote against it;

35.2.5 where a proxy has been duly appointed by more than one Member entitled to vote on the resolution and has received concrete instructions to vote in the same way from one or more of those Members and been given a discretion as to how he votes by one or more other of those Members, he may, if he chooses, cast a second vote the other way under the discretionary authority.

35.3 On a vote on a resolution on a poll taken at a meeting, every Member entitled to vote has one vote. On a poll, votes may be given personally or by proxy.

36 Errors and disputes

36.1 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.

36.2 Any such objection must be referred to the Chair of the Meeting whose decision is final.

37 Poll votes

37.1 A poll on a resolution may be demanded:-

37.1.1 in advance of the general meeting where it is to be put to the vote; or

37.1.2 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.

37.2 A poll may be demanded by:-

37.2.1 the Chair of the Meeting;

37.2.2 the Directors;

37.2.3 two or more persons having the right to vote on the resolution; or

37.2.4 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.

37.3 A demand for a poll may be withdrawn if:-

37.3.1 the poll has not yet been taken; and

37.3.2 the Chair of the Meeting consents to the withdrawal.

37.4 Polls must be taken immediately and in such manner as the Chair of the Meeting directs.

38 Content of Proxy Notices

38.1 Proxies may only validly be appointed by a notice in Writing (a "**Proxy Notice**") which:-

38.1.1 states the name and address of the Member entitled to vote appointing the proxy;

38.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

38.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

38.1.4 is either delivered to the company in accordance with the Articles and any instructions contained in or accompanying the notice of the general meeting or the proxy form, or whose delivery is otherwise accepted by the Chair of the Meeting at his discretion.

38.2 The company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

38.3 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.

38.4 Unless a Proxy Notice indicates otherwise, it must be treated as:-

38.4.1 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

38.4.2 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.

39 Delivery of Proxy Notices

- 39.1 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.
- 39.2 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.
- 39.3 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.
- 39.4 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.

40 Amendments to resolutions

- 40.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:-
- 40.1.1 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
 - 40.1.2 the proposed amendment does not, in the reasonable opinion of the Chair of the Meeting, materially alter the scope of the resolution.
- 40.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:-
- 40.2.1 the Chair of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 40.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 40.3 If the Chair of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, his error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

41 Written resolutions

The Members may pass any resolution (other than a resolution to remove a Director or auditor before expiry of his term of office) as a written resolution in accordance with Chapter 2 of Part 13 of the Act

PART 5 – ADMINISTRATIVE ARRANGEMENTS

42 Means of communication to be used

42.1 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 Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the company.

42.2 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.

42.3 A Director may agree with the company that notices or Documents sent to that Director 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.

43 No right to inspect accounts and other records

Except as provided by law or authorised by the Directors 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.

44 Provision for employees on cessation of business

The Directors 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 Director or former Director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that Subsidiary.

DIRECTORS' AND SECRETARY'S INDEMNITY AND INSURANCE

45 Indemnity

45.1 Subject to article 45.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

45.1.1 each relevant officer may be indemnified out of the company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:-

45.1.1.1 in the actual or purported execution and/or discharge of his duties or in relation to them; and

45.1.1.2 in relation to 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 Act);

including (in each case) any liability incurred by him in defending any civil or criminal proceedings in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the company's or an associated company's affairs; and

45.1.2 the company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 45.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

45.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or Charities Act or by any other provision of law.

45.3 In this article:-

45.3.1 companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate; and

45.3.2 a "relevant officer" means any Director, Secretary, former Director or former secretary of the company or an associated company.

46 Insurance

46.1 The Directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss.

46.2 In this article:-

46.2.1 a "relevant officer" means any Director, Secretary, former Director or former secretary of the company or an associated company;

46.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director or relevant secretary in connection with that Director's or secretary'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

46.2.3 companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate.

47 Dissolution

47.1 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:

47.1.1 directly for the company's Objects; or

47.1.2 by transfer to any charity or charities for purposes similar to the company's Objects; or

47.1.3 to any charity or charities for use for particular purposes that fall within the company's Objects.

47.2 In no circumstances shall the net assets of the company be paid to or distributed among the Members of the company.