

OSGC09
Companies Act 2006
Company limited by guarantee

ARTICLES OF ASSOCIATION OF DOUGLAS ST. BRIDE'S COMMUNITY GROUP

Incorporated on 9 December 2009
Amended by means of Certified Written Resolution on 21st February 2011
Amended by means of Special Resolution on 7th September 2017

Part 1 - Interpretation, general, charitable purposes, powers of the Company and limitation of liability

Defined terms

1. In these articles:

1.1 Unless the context requires otherwise:

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than Scotland, England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“Chairman” means the Chairman of the Trustees;

“chairman of the meeting” means the person in the chair at the meeting in question;

“charitable purposes” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

“the 2005 Act” means the Charities and Trustee Investment (Scotland) Act 2005;

“Trustee” means a director of the Company, who shall be a director of the Company for the purposes of the Companies Act 2006 and a charity trustee of the Company for the purposes of the 2005 Act;

“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;

“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;

“OSCR” means the Office of the Scottish Charity Regulator

“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; 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.

1.2 Unless the context otherwise requires, 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.

1.3 References in these articles to any other Act of the Scottish Parliament or the UK Parliament are references to that Act as amended or re-enacted from time to time and to any relevant subordinate legislation made under it.

1.4 The model articles for private companies limited by guarantee in schedule 2 to The Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) are excluded from applying to this Company.

Charitable purposes

2. The charitable purposes of the Company are:

2.1 To promote the benefit of the inhabitants of Douglas and the surrounding area extending to Districts SL044 and SL045 as defined on South Lanarkshire Council's Polling District Map without distinction of political, religious or other opinions, by associating the Local Authorities, Voluntary Organisations and inhabitants in a common effort to advance education and to provide facilities in the interest of social welfare for recreation and leisure time occupation with the object of improving the conditions of life for the said inhabitants.

2.2 To secure the establishment, maintenance and management of a Community Centre (hereinafter called 'The Centre') for activities promoted by the Association in furtherance of the above purposes, or any of them.

2.3 Where premises funded or grant-aided by an Authority, to secure the establishment of a Community Centre and to co-operate with the Local Statutory Authority in the maintenance, management of the Centre, for activities promoted by the Association in further of the above objects or any of them.

These are its charitable purposes for the purposes of section 7 of the 2005 Act. For as long as the Company is entered on the Scottish Charity Register, its purposes may only be altered with the prior consent of OSCR and in accordance with any conditions attached to such consent.

Powers of the Company

3. The Company, in carrying out its charitable purposes shall have and may exercise all of the following powers;

3.1 To undertake any activities in the lawful pursuit of its charitable purposes, subject to any applicable requirement of the Charities and Trustee Investment (Scotland) Act 2005;

3.2 To encourage, provide, support and otherwise facilitate the work of others interested in the charitable purposes of the Company;

3.3 to establish, support or aid in the establishment and support of any charitable associations or institutions established for similar purposes and to subscribe monies for charitable purposes in any way connected with the purposes of the Company;

3.4 To solicit, receive and accept financial assistance, donations, endowments, gifts and loans of money, rents and any other property whatsoever, heritable or moveable, subject or not to any specific charitable trusts or conditions;

3.5 To issue appeals, hold public meetings and take other such steps as may be required for the purposes of procuring contributions to the funds of the Company in the form of donations, subscriptions or otherwise;

3.6 To purchase, take on lease or in exchange or otherwise acquire and to hold, manage, develop, sell, dispose of lease or deal in any way with any heritable or moveable property and any interests therein;

3.7 To borrow and raise money for the objects of the Company and secure or discharge any debt or obligation of or binding on the Company in such a manner and on such terms and conditions as may be thought fit, and in particular by granting securities (of all kinds), mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Company;

3.8 To invest funds of the Company not immediately required in such investments, securities

or property as may be considered appropriate (and to dispose of and vary such investments);

3.9 To grant, continue and pay such remuneration and pensions to any person or persons who renders services to the Company supervising, organising, carrying on the work of and advising the Company as may from time to time be thought proper, and to establish pension funds and other trust funds or charitable arrangements of any kind whatsoever for persons employed at any time by the Company;

3.10 To insure and arrange insurance cover for, and to indemnify its officers, employees and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;

3.11 To promote, arrange, organise and conduct seminars, conferences, lectures, meetings and discussions;

3.12 To prepare, edit, print, publish, issue, acquire, circulate and distribute books, pamphlets, papers, periodicals, and other literary material, pictures, prints, photography, films, sound recordings and mechanical and other models and equipment, and to establish, form, promote, conduct and maintain public collection displays and exhibitions of literature, statistics, charts, information and other material;

3.13 To construct, erect, alter, improve, demolish and maintain any buildings which may from time to time be required for the purposes of the Company, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of the same;

3.14 To draw, make, accept, endorse, discount, execute, and issue promontory notes, bills of exchange and other negotiable or transferable instruments;

3.15 To promote and incorporate or to join in the promotion and incorporation of any charitable company with limited or unlimited liability, organisations, societies or associations for the purpose of carrying out any object which the Company itself could carry out and to subscribe for or otherwise acquire the shares, stock or other securities of such a company or to lend money to such a company on such terms as may be thought fit;

3.16 To cooperate and enter into arrangements with any authorities, national, local or otherwise;

3.17 To amalgamate with any companies, organisations, societies, or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit, and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association; and

3.18 To do all such other things as are necessary for the attainment of the said objects.

3.19 In this Clause;

3.19.1 The expression 'charity' shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of Taxes Acts

3.19.2 The expression 'charitable purpose' shall mean a purpose which constitutes a charitable purpose under Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Act.

Liability of members

4. 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:

4.1 Payment of the Company's debts and liabilities contracted before he ceases to be a member;

4.2 Payment of the costs, charges and expenses of winding up; and

4.3 Adjustment of the rights of the contributories among themselves.

Part 2 – Trustees and officers

Numbers, appointment and cessation of office of Trustees

5. There shall be at least three Trustees or such other higher minimum as the members authorise by ordinary resolution. There shall not be a maximum number unless the members authorise a maximum by ordinary resolution. The first Trustees shall be those persons appointed as the first directors of the Company on incorporation. Subsequent appointments shall be made in accordance with the articles below.

6. A candidate for appointment as a Trustee must be an individual and aged at least 16 and not disqualified from directorship or otherwise disqualified from trusteeship under section 69 of the 2005 Act.

6.1 Any member who wishes to be considered for election as a Trustee must lodge with the company a written notice (in such form as the trustees require) confirming that they are willing to be appointed;

6.2 The notice must be signed by them and lodged with the company at least seven days prior to the date of the Annual General Meeting.

6.3 Trustees may at any time appoint a member (providing they are willing to act) to be a Trustee, either to fill a vacancy or as an additional Trustee.

7. Trustees shall be appointed by ordinary resolution of the members or by resolution of the Trustees. At each Annual General Meeting two trustees who have been longest in office since last appointed or reappointed shall retire from office. They may apply for re-election.

8. A Trustee shall cease to hold office if he:

8.1.1 Resigns;

8.1.2 Dies;

8.1.3 Is adjudicated bankrupt;

8.1.4 Is disqualified from directorship or otherwise disqualified from trusteeship under section 69 of the 2005 Act.

8.1.5 is absent (without permission of the trustees) from more than three consecutive meetings of the trustees, and the directors resolve to remove them from office.

8.1.6 is removed from office by resolution of the directors on the grounds that they are considered to have committed a material breach of the Code of Conduct for Directors in force from time to time (as referred to in article 8.3);

8.1.7 He/she is removed from office by resolution of the directors on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under sub-sections 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or

8.1.8 He/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

8.2 Each of the trustees shall, in exercising their functions as a director of the company;

8.2.1 Act in the interests of the company; and, in particular, must seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects.

8.2.2 Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

8.2.3 In circumstances giving rise to the possibility of a conflict of interest between the company and any other party

8.2.4 Put the interests of the company before that of the other party, in taking decisions as a director; or

8.2.5 Where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question

8.2.6 Ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

8.3 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors from time to time.

8.4 For the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association; and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Trustees' general authority

9. Subject to the articles and any special resolutions of the members, the Trustees have control over the Company and its funds and assets and are responsible for the management of the Company's activities, for which purpose they may exercise all the powers of the Company.

Trustees may delegate

10. Subject to the articles, the Trustees may delegate any functions and any of the powers which are conferred on them under these articles or otherwise (but not the office of Trustee) to committees provided that:

10.1 Committee members may be such persons as the Trustees wish but there must be at least two Trustees on each committee at all times;

10.2 A committee must be chaired by a Trustee;

10.3 A committee shall not have any expenditure authority unless authorised by the Trustees;

10.4 A committee must adhere to any budget set for it by the Trustees and observe any financial controls and procedures the Trustees think fit.

11. The Trustees shall authorise the terms of reference of committees and may alter them from time to time.

12. The Trustees may specify procedures for committees, otherwise the procedures for the Board shall be followed by committees.

13. Committees shall report to the Trustees in such manner as the Trustees may require.

Trustees' decisions

14. Trustees may make decisions by majority vote at a Trustees' meeting or by unanimous written resolution, copies of which have been signed by each Trustee who would have been eligible to vote on the matter at a meeting.

Trustees' meetings

15. The Trustees may determine how often, when and where Trustees' meetings may be held. They may also determine the rules for the conduct of such meetings to the extent that these articles do not otherwise provide.

16. Notice of a Trustees' meeting shall be given to every Trustee in such form and with such content as the Trustees may decide.

17. The quorum for Trustees' meetings shall be two or such higher figure as the Trustees may determine.

18. A Trustee may participate in a Trustees' meeting by electronic communication provided that:

18.1 The Trustees have agreed (for a specific meeting or for meetings of the Trustees in general); and

18.2 All Trustees participating in the meeting can communicate to the others any information or opinions they have on any items of business and can vote and their vote be known and recorded; and

18.3 Any other rules for such participation made by the Trustees are observed.

Chairing of trustees' meetings

19. The Chairman shall chair any meeting of the Trustees at which he is present. If he is absent the Trustees present shall determine which of them shall take the chair.

Chairman of the meeting – casting vote

20. The chairman of a Trustees' meeting shall have a casting vote if voting on any matter is equal. This shall not apply if he is not eligible to count in the quorum or to vote on that matter for any reason.

Conflicts of interest

21. The Trustees shall declare matters of material personal interest of which they are aware that are relevant to the business of any Trustees' meeting at or before the start of the meeting. Any interested Trustee shall be counted in the quorum and may vote unless the interest gives rise to a conflict between his personal interest and the interests of the Company, in which case he must withdraw from the discussion and any decision. In the event of any doubt as to whether a Trustee should withdraw he must do so and the chairman of the meeting shall require that he does so.

22. A Trustee shall not be regarded as having a conflict of interest solely because that Trustee is also a member of the Company or that Trustee or anyone connected to that Trustee is a beneficiary of the charitable activities of the Company. Such membership or beneficiary status shall not prevent a Trustee from taking part in any Trustees' meeting unless a matter specific to him or a person connected to him is being discussed or decided, in which case he must withdraw from the discussion and any decision. In the event of any doubt as to

whether a Trustee should withdraw, he must do so and the chairman of the meeting shall require that he does so.

Records of decisions

23. The Trustees shall ensure records are made of their decisions and kept for at least 10 years in accordance with the Companies Act 2006.

Trustees' expenses

24. Trustees may be paid reasonable out of pocket expenses incurred in relation to attending Trustees' meetings or otherwise performing their duties and carrying out their responsibilities.

No payments to Trustees

25. Trustees may not be remunerated or otherwise paid for being Trustees.

26. Trustees may not receive any fees, payments or other remuneration for providing any other services to the Company unless expressly permitted in these articles.

27. No Trustee may be appointed to paid employment with the Company and no employee may be appointed as a Trustee.

Officers

28. The Trustees shall appoint one of the Trustees as Chairman. The appointment may be for an annual or other fixed term or for an indefinite period. A current appointment may be ended by the Trustees and they may fill any vacancy that arises. A serving Chairman may resign from that office, whether or not he is also resigning as a Trustee but if the serving Chairman ceases to be a Trustee he shall automatically cease to hold the office of Chairman.

29. The Trustees may, but do not have to, appoint any person they think fit as Secretary and/or as Treasurer of the Company. The duties and responsibilities of anyone appointed to such offices shall be determined by the Trustees from time to time. A person appointed to such office may but does not have to be a Trustee, provided that if a Trustee is appointed he may not be remunerated in any way for holding the office.

Part 3 – Members

Admission of members

30. The first members of the Company shall be the subscribers at its incorporation, who shall automatically become members as the Company is incorporated. Subsequent members shall be admitted in accordance with the following articles.

31. Any person who wishes to become a member must:

31.1 Support the charitable purposes of the Company;

31.2 Apply for membership on such application form as the Trustees may from time to time prescribe; and

31.3 Pay any admission fee or first annual subscription as may apply.

31.4 'Live or operate a business within Districts SL044 and SL045 of Ward 4 as defined on South Lanarkshire Council's Polling District Map. Persons living outside of this area may apply for Associate Membership. Associate Members will not have voting rights at General Meetings.

32. The Trustees, or any persons to whom they may delegate the matter, shall review and

determine whether to grant membership to applicants. The decision shall be notified to the applicant as soon as reasonably practical. If the application is approved details of the successful applicant shall be entered into the Register of Members. Upon such registration the applicant becomes a member of the Company.

33. Membership is personal and cannot be transferred.

Cessation of membership

34. A cessation of membership and the date and reason for cessation shall be recorded in the Register of Members in the record of the relevant former member. Membership shall cease if the member:

34.1.1 Resigns;

34.1.2 Dies or, in the case of a body or organisation, ceases to exist;

34.1.3 Fails to pay any applicable annual subscription by the due date.

34.2 Any person may be expelled from membership by special resolution providing the following procedures have been observed;

34.2.1 At least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;

34.2.2 The member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Part 4 - General meetings

General meetings subject to the articles

35. All general meetings of the members, including any Annual General Meeting, are subject to these articles.

Optional Annual General Meeting

36. The Trustees will call an Annual General Meeting of the members in each calendar year. The business of that meeting shall be determined by the Trustees and set out on the notice of the meeting.

Attendance and speaking at general meetings

37. 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.

38. A person is able to exercise the right to vote at a general meeting when:

38.1 That person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

38.2 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.

39. 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.

40. 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.

41. 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 can exercise their rights to speak and vote at that meeting.

Quorum for general meetings

42. The quorum for general meetings is three members or ten percent (10%) of the total number of members of the Company (if that is a higher number). Only persons entitled to vote on the business of the meeting (whether they are members, proxies for members or authorised representatives of organisations that are members) shall be counted in the quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Trustees may determine.

Chairing of general meetings

43. The Chairman shall chair any General Meeting at which he is present. If he is not present within ten minutes from the time at which the meeting is due to start, the Trustees present shall decide who shall take the chair. If no Trustees are present, the members shall decide.

Attendance and speaking by Trustees who are not members

44. Trustees may attend and speak at general meetings, whether or not they are members.

Adjournment

45. 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 chairman of the meeting must adjourn it.

46. The chairman of a general meeting may adjourn a general meeting at which a quorum is present if:

46.1 The meeting consents to an adjournment; or

46.2 It appears to the chairman 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.

47. The chairman of a general meeting must adjourn that meeting if directed to do so by the meeting.

48. When adjourning, the chairman of the meeting must 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.

49. 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):

49.1 To the same persons to whom notice of general meetings is required to be given; and

49.2 Containing the same information which such notice is required to contain.

50. 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

Voting – general

51. Every member shall have one vote on any resolution, which may be exercised in person or by proxy or, for a corporate member, by its proxy or its authorised representative provided that:

51.1 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in mental health, may vote, whatever the voting method, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court; and

51.2 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.

Errors and disputes

52. 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.

53. Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

54. 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 these articles. A poll on a resolution may be demanded:

54.1 In advance of the general meeting where it is to be put to the vote; or

54.2 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.

55. A poll may be demanded by:

55.1 The chairman of the meeting; or

55.2 Two or more persons having the right to vote on the resolution; or

55.3 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.

56. A demand for a poll may be withdrawn if:

56.1 The poll has not yet been taken; and

56.2 The chairman of the meeting consents to the withdrawal.

57 Polls must be taken in such manner as the chairman of the meeting directs.

Members' rights to appoint proxies

58. A member may appoint any other person of his choice as a proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company or any adjournment of it.

59. A member who chooses to make such an appointment remains entitled to attend, speak and vote at the meeting if he decides to do so.

Proxy notices – contents, delivery, revocation

60. Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

60.1 States the name and address of the member appointing the proxy;

60.2 Identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;

60.3 Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and

60.4 Is delivered to the Company in accordance with these articles and any instructions contained in the notice of the general meeting to which the proxy notice relates.

61. The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

62. Proxy notices may, but do not have to, specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

63. Unless a proxy notice indicates otherwise, it must be treated as:

63.1 Allowing the person appointed under it as a proxy discretion as to how to vote on any resolutions put to the meeting; and

63.2 Appointing that person as a proxy in relation to any adjournment of the meeting to which it relates as well as the meeting itself.

64. A proxy notice shall be delivered by such date as the Company may have specified in the notice of the meeting (provided that the date may not be more than 48 hours before the date of the meeting).

65. A proxy appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the member on whose behalf the proxy was appointed. The revocation is effective if delivered before the start of the meeting or any adjourned meeting to which it relates.

66. A proxy notice or revocation not executed by the member appointing the proxy must be accompanied by written evidence of the authority of the person who executed it to do so on behalf of the appointing member.

Proxy votes

67. A proxy may vote on any resolution on behalf of the appointing member, regardless of the voting method, and the vote shall be counted unless the member who appointed the proxy attends the meeting and votes, in which case the proxy may not vote.

Amendments to resolutions

68. No amendment may be made to any resolution (ordinary or special) except if the amendment is:

68.1 Necessary to correct a grammatical or other non-substantive error, and

68.2 Proposed by the chairman of the meeting; and

68.3 Approved by ordinary resolution at the meeting.

Written resolutions of members

69. Written resolutions of members may be passed in accordance with the provisions of the

Records of meetings and resolutions

70. Records of general meetings and of all resolutions of the members, whether passed at meetings or as written resolutions, shall be made and kept for at least ten years in accordance with the applicable provisions of the Companies Act 2006.

Part 5 - Administrative arrangements

Annual returns, accounts and reports

71. The Company shall make a company annual return to the Registrar of Companies each year as required by the Companies Acts and applicable associated regulations.

72. The Company shall make a charity annual return to the OSCR each year as required by the 2005 Act and applicable associated regulations.

73. The Company shall keep day to day accounting records as required for a charitable company by the Companies Act 2006, the 2005 Act and applicable associated regulations.

74. Auditors or independent examiners must be appointed and the annual accounts audited or independently examined if required by applicable provisions of the Companies Act 2006, the 2005 Act and relevant associated regulations.

75. Annual accounts and reports shall be prepared, approved by the Trustees and, if required to be by law, the annual accounts shall be audited or independently examined.

76. Copies of the annual accounts and reports shall be circulated to the members of the Company and any other persons entitled to receive copies under the provisions of the Companies Act 2006.

77. The annual accounts and reports shall be filed with both the Registrar of Companies and OSCR within nine months of the end of the financial year.

Restrictions on application of property

78. The Company shall not apply any of its property (on being wound up or at any other time) for purposes which are not charitable in accordance with section 7 of the 2005 Act. The provisions of this article shall take precedence over any other provisions of these articles.

79. In the event of any winding up or other dissolution of the Company, any funds and assets remaining after satisfaction of its debts and liabilities and the costs of any winding up or other dissolution:

79.1 May not be paid or distributed to the members of the Company; and

79.2 Must be transferred to any one or more charities that:

79.2.1 Have similar charitable purposes to the Company and which are charitable in accordance with section 7 of the 2005 Act;

79.2.2 Have restrictions on the application of their property at least equivalent to the restrictions applicable in these Articles.

Means of communication to be used

80. Subject to the provisions of these articles, anything sent or supplied by or to the Company under these 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. Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.

81. Subject to the provisions of these 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.

82. 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

83. The Trustees shall decide whether the Company adopts a seal. If it does adopt a seal it may only be used by the authority of the Trustees. Unless otherwise decided by the Trustees, when such a seal is affixed to a document, the document must also be signed by at least two authorised persons in the presence of a witness who attests the signature. For the purposes of this article, an authorised person is:

83.1 Any Trustee of the Company; or

83.2 The Secretary of the Company (if any); or

83.3 Any person authorised by the Trustees for the purpose of signing either a specific document, or documents in general, to which the seal is applied.

No right to inspect accounts and other records

84. 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.

Trustees' indemnity and insurance

Indemnity

85. Subject to the next following article, a relevant Trustee of the Company or an associated company may be indemnified out of the company's assets against:

85.1 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;

85.2 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);

85.3 Any other liability incurred by that Trustee as an officer of the Company or an associated company.

86. These articles do not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law.

87. For the purposes of articles 85 to 87 (inclusive):

87.1 Companies are associated if one is a subsidiary of the other or both are subsidiaries of

the same body corporate; and

87.2 A “relevant Trustee” means any Trustee or former Trustee of the Company or an associated company.

Insurance

88. 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. In this article:

88.1 A “relevant Trustee” means any Trustee or former Trustee of the company or an associated company;

88.2 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 of the Company or associated company; and

88.3 Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Rules and byelaws

89. Any rules or byelaws must be in accordance with any provisions of the Companies Act 2006 applicable to the Company and shall be supplementary but subsidiary to the provisions of these articles. Any compulsory requirements of that Act and the provisions of these articles shall always take precedence over any provision in any rules or byelaws that in any way conflicts or is inconsistent with those requirements or provisions.

90. Subject to the preceding article, the Trustees may make such rules and byelaws to deal with any matters they consider appropriate in relation to the Company. Any rules or byelaws of the Company and any alterations or revocations of them shall be notified to the members by such means as the Trustees decide. All Trustees and all members of the Company shall be bound by and observe the provisions and requirements of any such rules or byelaws as are in force from time to time.

91. Without prejudice to the generality of the Trustees’ powers under the preceding article, any rules or byelaws may deal with all or any of these matters:

91.1 Membership admission fees and annual membership subscriptions (if there are any) and the terms of payment and due dates for payment, as well as the procedures in the event of nonpayment;

91.2 Procedures relating to Trustees’ meetings, meetings of committees and general meetings of the members of the Company;

91.3 The rights and responsibilities of members and their conduct, to the extent that those are not dealt with in these articles, provided that:

91.3.1 No differences between classes of members in relation to rights to attend, vote and speak at general meetings may be made other than by provisions in the articles;

91.3.2 The limited liability of members and their guarantee to contribute to the assets of the Company in the event of its being wound up shall be as set out in these articles and cannot be altered or varied by any rule or byelaw.

92. Any rules or byelaws may be altered or revoked by decision of the Trustees or by ordinary resolution at a general meeting of the Company.

The model articles of association for private companies limited by guarantee as contained in Schedule 2 to The Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) apply to the company save in so far as they are excluded or modified. These model articles of association for private companies limited by guarantee are reprinted without the index below.

Companies Act 2006

Model Articles

Private Company Limited by Guarantee

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

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

“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;

“chairman” has the meaning given in article 12;

“chairman of the meeting” has the meaning given in article 25;

“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;

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“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 directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 31;

“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; 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.

Unless the context otherwise requires, 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.

Liability of members

2. 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—
- (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3.—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.

Members' reserve power

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

Directors may delegate

- 5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
- (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;
- as they think fit.
(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.
(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

- 6.—(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.
(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

Directors to take decisions collectively

- 7.—(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 8.
(2) If—
- (a) the company only has one director, and
 - (b) no provision of the articles requires it to have more than one director,
- the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

- 8.—**(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.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (4) 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.

Calling a directors' meeting

- 9.—**(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- (2) Notice of any directors' meeting must indicate—
- (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) 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.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (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.

Participation in directors' meetings

- 10.—**(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
- (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (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.
- (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.

Quorum for directors' meetings

- 11.—**(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.
- (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—
- (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

- 12.—**(1) The directors may appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the chairman.
- (3) The directors may terminate the chairman's appointment at any time.
- (4) If the chairman 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.

Casting vote

13.—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

14.—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

15. The directors 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 directors.

Directors' discretion to make further rules

16. Subject to 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

Methods of appointing directors

17.—(1) 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—

- (a) by ordinary resolution, or
- (b) by a decision of the directors.

(2) 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.

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

Termination of director's appointment

18. A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) 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;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

Directors' remuneration

19.—(1) Directors may undertake any services for the company that the directors decide.

(2) Directors are entitled to such remuneration as the directors determine—

- (a) for their services to the company as directors, and
- (b) for any other service which they undertake for the company.

(3) Subject to the articles, a director's remuneration may—

- (a) take any form, and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

(4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.

(5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

Directors' expenses

20. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

- 21.** No person shall become a member of the company unless—
- (a) that person has completed an application for membership in a form approved by the directors, and
 - (b) the directors have approved the application.

Termination of membership

- 22.—**(1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 23.—**(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.
- (2) A person is able to exercise the right to vote at a general meeting when—
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) 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.
- (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.
- (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.
- (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.

Quorum for general meetings

- 24.** No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

- 25.—**(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
- (a) the directors present, or
 - (b) (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-members

- 26.—**(1) Directors may attend and speak at general meetings, whether or not they are members.
- (2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

Adjournment

- 27.**—(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 chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
- (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman 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.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must—
- (a) 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
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (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 (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (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

Voting: general

28. 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.

Errors and disputes

- 29.**—(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.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

- 30.**—(1) A poll on a resolution may be demanded—
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) 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.
- (2) A poll may be demanded by—
- (a) the chairman of the meeting;
 - (b) the directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) 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.
- (3) A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

- 31.**—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

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

Amendments to resolutions

- 33.**—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) 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 chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman’s error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

34.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(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.

Company seals

35.—(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, 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.

(4) For the purposes of this article, an authorised person is—

(a) any director of the company;

(b) the company secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

36. 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.

Provision for employees on cessation of business

37. 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' INDEMNITY AND INSURANCE

Indemnity

38.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

(b) any liability incurred by that director 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),

(c) any other liability incurred by that director as an officer of the company or an associated company.

(2) 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.

(3) In this article—

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a “relevant director” means any director or former director of the company or an associated company.

Insurance

39.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

- (a) a “relevant director” means any director or former director of the company or an associated company,
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’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
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.