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2nd Feb 2012.

The Companies Acts 2006

Nottingham Community and Voluntary Service (the Company)

**(a private company limited by guarantee number 3505634
and having exemption from using limited within its name)**

Articles of Association

Approved on 5 November 2009

Nottingham Community and Voluntary Service

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PART 1: INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

In the articles, unless the context requires otherwise:

- “articles” means the company’s articles of association;
- “associated member” means any charitable or community organization which has applied to be affiliated to the company and has been accepted as such by the directors at a properly convened directors’ meeting;
- “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;
- “board or board of directors” means the directors of the company acting as a body making collective decisions
- “chairman” has the meaning given in article 18;
- “chairman of the meeting” has the meaning given in article 38;
- “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, for the avoidance of doubt this excludes all paid employees of the Company;
- “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
- “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
- “member” means any director of the Company;
- “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 15;
- “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.

2. Liability of members

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: REFERENCE AND ADMINISTRATIVE INFORMATION

3. Name

The name of the Company is Nottingham Community and Voluntary Service.

4. Location of Registered Office

The Registered Office of the Company will be situated in England and Wales.

5. Objects

The Company is established to promote the following objects, principally but not exclusively in the area of Nottingham and its environs:

- a) The advancement of citizenship and community development particularly the promotion of the voluntary sector, volunteering, capacity building and the efficiency and effectiveness of charities and similar organisations.
- b) Any charitable purpose for the benefit of the community and in particular the advancement of education, the furtherance of health and the relief of poverty, distress and sickness.
- c) Organise co-operation in the achievement of the above purposes and to that end bring together representatives of the statutory authorities and voluntary organisation engaged in the furtherance of the above purposes.

In furtherance of its objects, but not otherwise, the Company shall have any power within the law, these articles and the rules of the Charity Commission to operate and arrange its activities as it sees fit.

6. Equality and Discrimination

In carrying out its objects the Company shall promote equality of opportunity and oppose discrimination so as to advance social justice for all people and groups in society.

7. Limitation on Use of assets

- a) The income and property of the Company from whatever source derived shall be applied solely towards the promotion of its objects, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise whatsoever by way of payments to the members of the Company except as specified in these articles:

- b) In the event of the winding up or dissolution of the Company, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed amongst the members of the Company, but shall be transferred in the furtherance of its objects to some other charitable organisation or organisations having objects similar to or compatible with any of the objects of the Company, as may be determined by a general meeting, to which all associated members shall be invited and shall have one vote each, at the time of or prior to the winding up or dissolution of the Company.

PROVIDED THAT nothing shall prevent any payment in good faith by the Company:

- a) Of reasonable and proper remuneration to any officer or servant of the Company (not being a director of the Company) for any services rendered to the Company.
- b) Of interest on money lent by any member of the Company at a rate per annum not exceeding 2 per cent below the base lending rate of the Company's bankers.
- c) Of reasonable and proper rent for premises demised or let by any member of the Company.
- d) To any director in respect of reasonable out-of-pocket expenses or agreed remunerated services.

PROVIDED ALWAYS that the number of directors in receipt of any payment or benefit in accordance with this clause (except for expenses and agreed remuneration for services recoverable under 7d) shall be a minority of the members for the time being of the board and no director in receipt of such payment or benefit shall attend or vote at any board meeting where such payment or benefit is discussed.

8. Impact of Charity Law

No such addition, alteration or amendment shall be made to or in the provisions of the articles for the time being in force as shall cause the Company to cease to be a charity in law or shall cause the Company to become a company to which section 62 of the Companies Act 2006 does not apply.

PART 3: DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

9. Directors' general authority

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.

10. Members' reserve power

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

11. Number and Designation of Directors

The Company shall have not less than six and not more than fifteen directors. The directors may be called either trustees or directors and the board may be called the board of trustees or the board of directors.

12. Directors may delegate

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

13. Committees

- a) 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.
- b) 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

14. Directors to take decisions collectively

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 15.

15. Unanimous decisions

- a) 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 provided that the same view is held by the chief executive of the Company.
- b) Such a decision shall be confirmed in writing by each director and the chief executive to the company secretary within 5 working days for the decision to be valid.

- c) 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.
- d) 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.

16. Calling a directors' meeting

- a) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary to give such notice.
- b) Notice of any directors' meeting must indicate:
 - I. its proposed date and time;
 - II. where it is to take place; and
 - III. 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.
 - IV. Notice of a directors' meeting must be given to each director and the chief executive in writing.
 - V. 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.
 - VI. There shall be 21 days notice of each directors' meeting.
 - VII. The chief executive or his/her representative shall be present at every directors' meeting.

17. Participation in directors' meetings

- a) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - I. the meeting has been called and takes place in accordance with the articles, and
 - II. they and the chief executive (or his/her representative) can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- b) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- c) 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.

18. Quorum for directors' meetings

- a) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- b) The quorum necessary for the transaction of the business of the board of trustees is three members.
- c) If the total number of directors for the time being is less than the minimum of six required, the directors must not take any decision other than a decision—
 - I. to appoint further directors, or

- II. to call a general meeting to which the associated members are invited so as to enable them to nominate further directors.

19. Chairing of directors' meetings

- a) The directors shall appoint a director to chair their meetings.
- b) The person so appointed for the time being is known as the chairman.
- c) The directors may terminate the chairman's appointment at any time.
- d) 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 the vice chairman or if not present one of themselves to chair it.

20. Casting vote

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

21. Conflicts of interest

- a) 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.
- b) But if paragraph (c) 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.
- c) This paragraph applies when:
 - I. 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;
 - II. the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - III. the director's conflict of interest arises from a permitted cause.
- d) For the purposes of this article, the following are permitted causes—
 - I. 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;
 - II. 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
 - III. 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.
- e) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- f) Subject to paragraph (g), 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.

- g) 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.

22. Records of decisions to be kept

The directors must ensure that the company keeps a record, in writing, for at least 12 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

23. Directors' discretion to make further rules

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

24. Composition of board and appointing directors

- a) The board of directors shall consist of persons proposed by associated members and appointed by the directors at directors' meetings. No associated member, or associated members acting in concert, shall propose more than 2 directors. In addition the board of directors may co-opt persons who need not be proposed by associated members but who are considered by virtue of specialist skills or knowledge to be able to make a valuable contribution to the running of the company to serve on the board provided that at all times the number of co-opted places shall always be less than the number of elected places and shall not exceed a maximum of 5 people. For the avoidance of doubt co-opted members of the board are regarded as directors of the board with full voting rights.
- b) The board shall appoint a chairperson, vice chairperson, treasurer, secretary and such other honorary officers as the board agrees. These officers shall be reappointed by the board annually.
- c) Every director (other than the co-opted directors who shall serve until the next general meeting called in accordance with article 31) shall resign after serving 3 full calendar years or when they are no longer associated with their proposing organisation. They shall be eligible for reappointment by the board.
- d) Procedures for the nomination and appointment of board members shall be determined from time to time by the board.
- e) Under no circumstances shall any employee of the Company or any person aged less than eighteen years be a member of the board.

25. Termination of director's appointment

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;
- g) the proposing organisation notifies the Company that the Director is no longer representing their organisation;
- h) the board so decides after an absence of a director for four consecutive meetings of the board of the Company.

26. Directors' remuneration

- a) Directors may undertake any services for the Company that the directors decide.
- b) Directors shall not be entitled to remuneration for being directors of the Company or any subsidiary or related companies.
- c) Any board member, being a solicitor or other person engaged in any profession, shall be entitled to charge and be paid all usual professional or other charges for work done on behalf of the Company by her/him or her/his firm when so instructed by the board of directors; provided that nothing shall authorise a board member or his/her firm to act as auditor to the Company.
- d) The Company may enter into a contract for the supply of goods or services with, one of the directors or an associated organisation. The board must be satisfied in advance that it is in the best interests of the Company to contract with, that director or associated organisation rather than an alternative supplier. The remuneration or other sums paid under such contract must not exceed an amount that is reasonable in all circumstances. The directors must record the reason for their decision in their minutes and address the conflict of interest and reputational considerations.
- e) An associated organisation for this purpose is one of which a director or connected party is:
 - I. a partner;
 - II. an employee;
 - III. a consultant;
 - IV. a director; or
 - V. a shareholder, unless the shares of the company are listed on a recognised stock exchange and the trustee holds less than 1% of the issued capital.

27. Directors' expenses

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.

28. Internal Controls

- a) The internal procedures and internal controls shall be determined by the board and documented in financial procedures so as to maximize achievement and minimize the risk of financial loss.
- b) Without prior prejudice to its general powers, the board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company subject to such consents as may be required by law.

29. Audit

The directors shall appoint properly qualified auditors and cause an audit to be carried out for each statutory financial period.

PART 4

MEMBERS AND ASSOCIATED MEMBERS

APPOINTMENT AND TERMINATION OF MEMBERS

30. Members

A person appointed a director of the Company becomes a member of the Company from the date of appointment and ceases to be a member of the Company on the termination of that appointment.

ORGANISATION OF GENERAL MEETINGS

31. Requirement for annual general meetings

There shall be no requirement to hold an annual general meeting. However at one meeting of directors each financial year a review of the last financial year shall be held at which the following matters shall be confirmed:

- a) that the accounts have been approved and filed along with the required annual return,
- b) that the return to the Charity Commission has been finalised and filed,
- c) that proper budgeting has been done for the following year,

- d) that risks have been properly identified and are monitored,
- e) that the objects of the Company are being achieved as effectively as possible,
- f) that a strategic plan is in place and is being monitored
- g) that the staffing of the organisation is appropriate
- h) that the Company is satisfied with the internal controls in place
- i) that equality and green objectives are being achieved, and
- j) that the service to associated members and the wider voluntary sector is effective.
- k) That the co-opted directors appointed to the board in the previous year pursuant to Article 24 have resigned and (where appropriate) made themselves available for reappointment by the board.

32. Attendance and speaking at general meetings

- a) 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.
- b) A person is able to exercise the right to vote at a general meeting when—
 - I. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - II. 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.
 - III. 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.
 - IV. 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.
 - V. 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.
 - VI. There shall be 21 days notice of every general meeting. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

33. General Meetings at which special resolutions are considered

In any vote at a general meeting on a special resolution, the vote of any member (or members acting in concert with another member) shall not count for more than 15% of the votes cast.

34. Quorum for general meetings

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. The quorum shall be three members.

35. Chairing general meetings

The chairman of the Company will chair general meetings and if he is not present within 10 minutes of the time due for the start of the meeting a director will be appointed to fill his place in accordance with the article covering procedures at directors' meetings.

36. Attendance and speaking by directors and non-members

- a) All directors may attend and speak at general meetings.
- b) The chairman of the meeting may permit other persons (including all associate members) who are not members of the Company to attend and speak at a general meeting.

37. Adjournment

- a) 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.
- b) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - I. the meeting consents to an adjournment, or
 - II. 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.
- c) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- d) When adjourning a general meeting, the chairman of the meeting must:
 - I. 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
 - II. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
 - III. 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):
 - 1) to the same persons to whom notice of the company's general meetings is required to be given, and
 - 2) containing the same information which such notice is required to contain.
- e) 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

38. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands.

39. Errors and disputes

- a) 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.
- b) Any such objection must be referred to the chairman of the meeting whose decision is final.

40. Content of proxy notices

- a) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - I. States the name and address of the person appointing the proxy;
 - II. Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - III. Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - IV. 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.
- b) The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- c) 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.
- d) Unless a proxy notice indicates otherwise, it must be treated as
 - I. 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
 - II. 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.

41. Delivery of proxy notices

- a) A person who is entitled to attend, speak or vote 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.
- b) 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 behalf the proxy notice was given.
- c) 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.
- d) If a proxy 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 appointer's behalf.

42. Amendments to resolutions

- a) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - III. 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
 - IV. the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- b) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - V. the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - VI. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
 - VII. 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.

ASSOCIATED MEMBERS

43. Appointment of Associated Members

- a) At meetings of directors the directors may at their absolute discretion admit to associated membership societies, companies and unincorporated associations which support the objects of the Company, provided that any such organisation complies with any requirement to pay an annual fee. The board may at its absolute discretion terminate the associated membership where it believes that the associated member no longer supports the objects of the Company or when two thirds of the directors vote to do so. The directors may agree to other forms of association with the Company which do not constitute associated membership.

44. Status of Associated Members

- a) Associated members are not members of the company and do not have the right to attend general meetings, unless invited, or to vote except where provided by these articles.
- b) Associated members are stakeholders in the community and in the company's operations. The directors shall regularly canvas their views on the company's operations and how these can be more effective. The decisions of the directors on the operations of the company shall be taken with a view to both achieving the company's objects and to maximizing the benefit to the voluntary and community sector taken as a whole. However no associated members shall have a right under these articles to object to any decision of the directors.
- c) Except in unusual circumstances the company shall hold a meeting each year to which all associated members, and any other appropriate voluntary sector

organizations, shall be invited to discuss either aspects of the company's operations or matters of interest to the sector.

PART 5: ADMINISTRATIVE ARRANGEMENTS

45. Means of communication to be used

- a) 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.
- b) 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.
- c) 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.

46. Company seals

- a) Any common seal may only be used by the authority of the directors.
- b) The directors may decide by what means and in what form any common seal is to be used.
- c) 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.
- d) For the purposes of this article, an authorised person is:
 - I. any director of the Company;
 - II. the company secretary (if any); or
 - III. any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

47. Right to inspect accounts and other records

Any member is entitled to inspect any of the Company's accounting or other records or documents.

48. 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' INDEMNITY AND INSURANCE

49. Indemnity

- a) Subject to paragraph (b), a relevant director of the Company or an associated company is indemnified out of the Company's assets against:
 - I. 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,
 - II. 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),
 - III. any other liability incurred by that director as an officer of the Company or an associated company.
- b) 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.
- c) In this article:
 - I. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - II. a "relevant director" means any director or former director of the company or an associated company.

50. Insurance

- a) 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.
- b) In this article:
 - I. a "relevant director" means any director or former director of the Company or an associated company,
 - II. 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
 - III. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

51. Restriction on Indemnity and Insurance

Any such indemnity and insurance shall not extend to any claim arising from any act or omission which the director concerned knew to be a breach of trust or breach of duty or which was committed by the board of directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any indemnity and insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against a director of the Company.