

Company Number: SC165677

The Companies Act 1985

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum and Articles of Association

Voluntary Action Shetland

Incorporated on 15 May 1996

Amended 31st May 2023

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Amended 26 November 2008
Amended 11 June 2009
Amended 4 December 2018
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Amended 6th October 2021
Amended 30th June 2022

The Companies Act 1985

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

MEMORANDUM of ASSOCIATION

of

Voluntary Action Shetland

1. The name of the Company is “Voluntary Action Shetland” (hereinafter called “The Company”).
2. The Company’s registered office is to be situated in Scotland.
3. The clause shall be interpreted as if it incorporated an over-riding qualification to the effect that in any case in which an activity permitted under this clause is in its nature capable of being carried on for the purposes which are not charitable or wholly or only partially so as well as for purposes which are wholly charitable, the word “charitable” having the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1998, including any statutory amendment or re-enactment for the time being in force (which meaning shall be assigned to the word “charitable” wherever it appears in the memorandum of association), the powers of the company under this clause in respect of the carrying on such activity in such manner will not prejudice the charitable status of the company under the statutory provisions referred to above. Subject to that over-riding qualification, the company’s objectives are: -
 - 3.1 (a) To promote any charitable purposes for the benefit of the inhabitants of Shetland and in particular the advancement of

education, and furtherance of health and the relief of poverty, distress and sickness.

(b) To promote and organise co-operation in the achievement of the above purposes and to that end bring together in Council representatives of the statutory authorities and voluntary organisations engaged in the furtherance of the above purposes or any of them within Shetland.

(c) To do all other things as will properly attain the above purposes.

In furtherance of the above clauses to articulate views, project interest, and press for changes through negotiations and publicity on behalf of the Shetland Community.

3.2 To acquire and take over the whole or any part of the undertaking and liabilities of Voluntary Action Shetland and of any person entitled to any property or rights suitable for any of the objectives of the Company.

3.3 To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the Company.

3.4 To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the Company.

3.5 To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the Company.

- 3.6 To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- 3.7 To borrow money and give security for the payment of money by, or the performance of other obligations of, the Company or any other person.
- 3.8 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 3.9 To remunerate any person in the employment of the Company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual, who is or was at any time in the employment of the Company and the wife, widow, husband, widower, relatives and dependents of any such individuals; and to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- 3.10 To promote any private act of Parliament, Provisional Order and other authority to enable the Company to carry out its objectives, alter its constitution, and achieve any other purpose which may promote the Company's interests and to oppose or object to any application or proceedings which may prejudice the Company's interests.

- 3.11 To enter into an arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company, and to obtain from any such organisations, government or authority any charter, right, privilege or concession.
- 3.12 To enter -into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- 3.13 To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- 3.14 To effect insurance against risks of all kinds.
- 3.15 To invest moneys of the Company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such a manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirements) and to dispose of and vary such investments and securities.
- 3.16 To establish and support any association of or other unincorporated body having objects altogether or in part similar to those of the Company and to promote any company or other incorporated body formed for purpose of carrying on any activity which the Company is authorised to carry on.
- 3.17 To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the Company.

- 3.18 To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the Company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the Company is authorised to amalgamate.
- 3.19 To transfer all or any part of the undertaking, property and rights of the Company to any body, incorporated or unincorporated, with which the Company is authorised to amalgamate.
- 3.20 To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the Company or with the furtherance of its objects.
- 3.21 To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the Company.
- 3.22 To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the Company, whether by way of subscriptions, grants, loans, donations or otherwise.
- 3.23 To carry out any of these objects in any part of the world as principal, agent contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- 3.24 To do anything which may be incidental or conducive to the attainment of any of the objects of the Company.

3.25 To pay out of the funds of the Company the proper charges and expenses of and incidental to the formation and registration of the Company. And it is declared that in this clause where the context so admits, "property" means any property heritable or moveable, real or personal, wherever situated.

4.

4.1 Subject to Clause 4.2

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

4.2 The Company shall, notwithstanding the provisions of clause 4.1, be entitled:

- a) To pay reasonable and proper remuneration to any Director or member of the Company in return for services actually rendered to the Company.
- b) To pay interest at a rate per annum not exceeding two percent less than the base lending rate of a clearing bank selected by

the Board or three percent whichever is the greater on money lent to the Company by any Director or member of the Company.

- c) To pay rent at a rate not exceeding the open market rent for premises let to the Company by any Director or member of the Company and
- d) To purchase assets from or sell assets to, any Director or member of the Company providing such purchase or sale is at market value.

5. The liability of the members is limited.

6. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities contracted before he or she ceases to be a member, and of the cost, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

7.

7.1 If on the winding-up or dissolution of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the members of the Company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the Company and whose constitution restricts the distribution of income and assets

among members to an extent at least as great as does clause 4 of the Memorandum of Association.

7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the Company at or before the time of winding up or dissolution, or failing such determination and approval, by such court as may have or may acquire jurisdiction.

7.3 To the extent that effect cannot be given to the provisions of clause 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.

8.

8.1 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and record of the assets and liabilities of the Company; such accounting records shall be open to inspection at all times by any Director of the Company.

8.2 The Company's auditor shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account and on all group accounts, copies of which are to be laid before the company in general meeting.

THE COMPANIES ACT 1985

**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
Of
VOLUNTARY ACTION SHETLAND**

Definitions and interpretation

1. In these Articles: -

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

“The Articles” means the Articles of the Company.

“The Board” means the Board of Directors.

“Clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“Executed” includes any mode of execution.

“Office” means the Registered office of the Company.

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

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

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

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

Members

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

Categories of Member

3. (a) Individual members, being persons having special knowledge or experience of value to the Company.
(b) Representative members nominated by qualifying bodies such as:
 - (i) Local Authorities
 - (ii) Voluntary Organisations

(iii) Other bodies (excluding government departments whose co-operation will, in the opinion of the Company, further the aims of the Company)

(iv) The bodies who are entitled to membership of the Company in accordance with paragraph 3(b) are those bodies named in the Appendix sheets and such other bodies as may be determined by the Board.

Qualification for Individual Membership

4. Any person residing in Shetland who has an interest in the objects of the Company will be eligible for individual membership at the discretion of the Board providing that individual members constitute not more than 25 percent of total membership of the Company.

Restrictions to Membership

5. No paid employee of the Company may become a member.
6. Nominees of party political groups or of business carried on with a view to profit will not be eligible for representative membership.
7. The Board shall be entitled at their discretion to refuse to admit any person to membership notwithstanding that he or she fulfils one or more of the qualifications under articles 3 and 4 and is not debarred from membership by articles 5 or 6; in the case of an applicant nominated by a qualifying body, the Board shall be bound to refuse to admit the applicant to membership if another person nominated by that body is already entered as a member in the register of members.
8. Any person (other than the subscribers to the Memorandum of Association of the Company) who wishes to become a members shall lodge with the Secretary a written application for membership (in such form as the Board might require), signed by them and, in the case of an

applicant nominated by a qualifying body, signed by the appropriate official of the body nominating them for membership. An applicant for membership shall indicate for which category of membership in terms of Article 3 the application is made.

9. Every member shall pay such annual subscriptions as are determined from time to time by the Board. Such authorised subscriptions shall become due on admission to membership and shall thereafter become due at the start of each financial year.
10. A person applying for admission as a member shall lodge such evidence in support of their application as the Board requires.
11. A prospective member shall not, despite payment of a subscription, be entered in the Register of Members until the application has been approved by the Board which shall have absolute discretion as to admission of any person or nominee of any qualifying body to membership.
12. Each application for membership shall be considered at the first meeting of the Board which is held after receipt by the Secretary of the written application and, if appropriate, supporting evidence required under Articles 8 and 10.
13. Within seven days of the meeting to consider applications for membership, the Secretary shall notify each applicant for membership, in writing, of the Board's decision.

Cessation of Membership

14. A person admitted to membership shall cease to be a member of the Company on their death or if he or she become of unsound mind or resigns their membership by notice in writing sent to or left with the Secretary at the office.

15. A person admitted to membership shall cease to be a member if he or she becomes a paid employee of the Company.
16. In the event of an annual subscription remaining unpaid for six months following the date on which the subscription was due the Board may resolve to discontinue such membership.

Withdrawal from Membership

17. Any person who wishes to withdraw from membership shall lodge with the Secretary written notice of resignation (in such form as the Board requires), signed by them; on receipt of such notice by the Secretary he or she shall cease to be a member.
18. Subject to Articles 19 to 24, the Company may, by special resolution, expel any person from membership.
19. Any member who wishes to propose at any meeting a resolution for the expulsion of any person from membership shall lodge with Secretary written notice of this intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
20. The Secretary shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned and the member concerned shall be entitled to make written representations to the Company with regard to the notice.
21. If representations are made to the Company in pursuance of the preceding article, the Secretary shall (unless such representations are received by the Company too late for it to do so)
 - (a) state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed and

- (b) send a copy of the representations to every person to whom notice of the meeting is or was given.
22. Whether or not a copy of written representations has been given to each of the persons entitled to receive notice of the meeting, the member concerned shall be entitled to be heard in response to the resolution at the meeting.
23. Failure to comply with any of the provisions of articles 20 to 23 shall render any resolution for the expulsion of a person from membership invalid.
24. A person expelled from membership under articles 19 to 24 shall cease to be a member with effect from the time at which the relevant resolution is passed.

Assessors and Advisors

25. The Board shall appoint as assessors or advisers representatives of statutory agencies and national voluntary organisations who shall not have voting powers in this capacity.
26. All general meetings other than annual general meetings shall be called extraordinary general meetings.
27. The annual general meeting of the Company will take place within six months of the end of the financial year.
28. Any extraordinary general meeting shall be convened by the Board on requisition by members (under section 368 of the Act) or on requisition by a resigning auditor (under section 392a(2) of the Act).
29. Subject to articles 27 and 28 and to the requirements under section 366 of the Act as to the holding of annual general meetings, the Board may convene general meetings whenever they think fit.

Notice of General Meetings

30. An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by at least twenty eight clear days' notice; all other extraordinary general meetings shall be called by at least fourteen days' notice. Three weeks' notice of the Annual General Meeting will be given by advertisement in a newspaper circulating in Shetland.
31. A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
32. Notice of every general meeting shall be given to all the members and Directors and to the Auditor.
33. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.
34. The notice of the Annual General Meeting will be accompanied by the Annual Report of the Directors and the Audited Accounts.
35. The business to be transacted at the Annual General Meeting shall include consideration of the Annual Report of the Directors, the Annual Financial Statements and Auditor's Report, the appointment of an Auditor, and the election of Directors.

Proceedings at General Meetings

36. No business shall be transacted at any meeting unless a quorum is present. Ten members present and entitled to vote upon the business to be transacted

37. If the quorum required under the preceding articles is not present within half an hour after the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairman of the meeting.
38. The Chairman of the Board (or, in their absence, the Vice-Chairman) shall (if present and willing to act as chairman) preside as chairman of the meeting; if neither the Chairman nor the Vice-Chairman is present and willing to act as the chairman within half an hour of the time appointed for holding the meeting, the Directors present shall elect one of their number to act as chairman, or, if there is only one Director present and willing to act, he or she shall be chairman.
39. If no Director willing to act as chairman is present within half an hour after the time appointed for holding the meeting, the members present shall elect one of their numbers to be chairman.
40. The Chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.
41. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
42. Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.

43. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by the chairman or by at least two members having the right to vote at the meeting and a demand by a person as proxy for a members shall be deemed to be a demand by such member.
44. Unless a poll is demanded in accordance with the preceding article, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect made in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
45. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman; a demand so withdrawn shall not invalidate the result of a show of hands declared after the demand is so withdrawn.
46. If a poll is demanded in accordance with article 44, it shall be taken at once by means of a secret ballot of all the persons present and entitled to vote (whether as members or as proxies for members) conducted in such manner as the chairman may direct; the result of such poll shall be declared at the meeting at which the poll was demanded.
47. A resolution in writing signed by all the members shall be as effectual as if it had been passed at a general meeting duly convened and held; it may consist of several documents in the same form each signed by one or more members and shall be subject to the provision of the Companies Act.

Votes of Members

48. Every member shall have one vote which may be given either personally or (whether on a show of hands or on a poll) by proxy.
49. A member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting) shall lodge with the Secretary, at the Office, not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the Board might require), signed by them; an instrument of proxy which does not conform with the preceding provisions or which is not lodged in accordance with such provisions shall be invalid.
50. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
51. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting and need not be a member of the Company.
52. A vote given, or poll demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a poll had terminated prior to the giving of such vote or demanding of such poll unless notice of such termination was received by the Secretary at the Office before the commencement of the meeting or adjourned meeting at which the vote was given or the poll demanded.
53. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

54. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to be the Chairman of the meeting whose decision shall be final and conclusive.

Maximum and Minimum Number of Directors

55. The Board of Directors shall consist of not more than eleven Directors (unless otherwise determined by special resolution) and not less than five Directors (unless otherwise determined by special resolution).

Appointment, Retiral, Re-appointment of Directors

56. The Subscribers to the Articles will be the first Directors of the Company.
57. Any member who wishes to be considered for appointment as a Director at an annual general meeting shall lodge with the Secretary a written notice of their willingness to be appointed (in such form as Board might require), signed by them, 28 days prior to the date of the annual general meeting.
58. At an annual general meeting following the recruitment process the Company may by ordinary resolution appoint as a Director any member in respect of whom a written notice of willingness to accept such an appointment has been received in compliance with the preceding article.
59. The Board may at any time appoint any member (providing he or she is willing to act), to be a Director either to fill a vacancy or as an additional Director.
60. At each annual general meeting all Directors shall retire and are eligible for re-election

Disqualification and Removal of Directors

61. A Director shall vacate office if:

- (a) He or she ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director.
- (b) He or she becomes bankrupt or apparently insolvent.
- (c) He or she becomes incapable for medical reason of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months.
- (d) He or she becomes an employee of the Company.
- (e) He or she ceases to be a member of the Company.
- (f) He or she resigns office by notice to the Company or
- (g) He or she is absent (without permission of the Board) from more than three successive meetings of the Board held in any period of six months or more and the Board resolve to remove them from office.

Appointment to Executive Office

62. Following the Annual General Meeting the Directors shall appoint from among their number a Chairman, Vice-Chairman and Treasurer and such other executive officers as the Board may consider appropriate for the ensuing twelve months. The Chairman and Vice-Chairman shall hold their office for a period not exceeding three consecutive years in each office at any one time. The board can agree a second term of three years in office, for the Chairman and Vice-Chairman if those in position are willing to continue. The Treasurer shall serve for a period not exceeding five consecutive years at any one time.

63. The appointments to executive office under the preceding article shall be made at a meeting of the Board held as soon as reasonably practicable after the incorporation of the Company and thereafter at a meeting of the Board held immediately after each annual general meeting.
64. The appointment of any Director to executive office shall terminate if he or she ceases to be a Director or if he or she resigns from such executive office by notice to the company.
65. If the appointment of any Director to executive office terminates under the preceding article, the Board shall, at a meeting held as soon as reasonably practicable after such a termination, appoint another Director to hold such office.

Directors' Interests

66. Subject to the provisions of the Act and clause 4 of the Memorandum of Association and provided that he or she has disclosed to the Board the nature and extent of any material interest of theirs, a Director notwithstanding his office.
- (a) May be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested.
 - (b) May be a Director or other officer of, or employed by, or party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested and
 - (c) Shall not, by reason of his office, be accountable to the Company for any benefit which he or she derives from any such

office or employment or from any such transaction or arrangement or from any interest in any such body corporate.

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

67. For the purpose of the preceding article

3.25.1.1 A general notice given to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified and

3.25.1.2 An interest of which a Director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs.

Directors' Remuneration and Expenses

68. No Director shall be entitled to any remuneration, whether in respect of their office as Director or as holder of any executive office under the Company.

69. The Directors may be paid all travelling and other expenses reasonably and properly incurred by them in connection with their attendance at meetings of Directors, general meetings, meetings of committees of Directors or meetings of general committees (as defined in article 95) or otherwise in connection with the discharge of their duties.

Power of Directors

70. Subject to the provisions of the Act, the Memorandum of Association and the Articles and to any directions given by special resolution, the

business of the Company shall be managed by the Directors who may exercise all the powers of the Company.

71. No alteration of the Memorandum of Association or the Articles and no direction given by special resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
72. The powers conferred by article 70 shall not be limited by any special power conferred on the Board by the Articles.
73. A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
74. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of their powers.

Proceedings of Directors

75. The Board will meet a minimum of six times a year.
76. A quorum at meetings of the Board shall be four.
77. Any Director may call a meeting of the Board or request the Secretary to call a meeting of the Board.
78. No notice of a meeting of the Board need be given to a Director who is absent from the United Kingdom.
79. Questions arising at a meeting of the Board shall be decided by a majority of votes; in the case of equality of votes, the chairman shall have a second or casting vote.
80. The continuing Directors or a sole continuing Director may act notwithstanding vacancies but if the number of remaining Directors is

less than the number fixed as quorum, they or he or she may act only for the purpose of filling vacancies or for calling a general meeting.

81. Unless he or she is unwilling to do so, the Chairman will act as chairman at every meeting at which he or she is present.
82. If the Chairman is unwilling to act as chairman or is not present within fifteen minutes after the time appointed for the meeting, the Vice-Chairman shall act as chairman; if the Vice-Chairman is not willing to act as chairman or is not present within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
83. All acts done by a meeting of the Board or by a meeting of a committee of Directors shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any Director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
84. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of Directors duly convened and held; it may consist of several documents in the same form each signed by one or more Directors.
85. Except as otherwise provided by the Articles, a Director shall not vote at a meeting of the Board or at a meeting of a committee of Directors on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material and which conflicts or

may conflict with the interests of the Company unless their interest or duty arises only because the case falls within either or both of the following paragraphs.

(a) The resolution relates to the giving to them of a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by them for the benefit of the Company or any of its subsidiaries.

(b) The resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part (and whether alone or jointly with others) under a guarantee or indemnity or giving of security.

86. For the purposes of the preceding Articles, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the Company), connected with a Director shall be treated as an interest of the Director.

87. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.

88. The Company may by special resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of the Board or at a meeting of a committee of Directors.

89. Where proposals are under consideration concerning the appointment of two or more Directors to executive offices with the Company the proposals may be divided and considered in relation to each Director separately; provided he or she is not for another reason precluded from

voting, each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment.

90. If a question arises at a meeting of the Board or a meeting of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting; their ruling in relation to any Director other than himself or herself shall be final and conclusive.
91. The Board may invite or allow any person to attend and speak but not to vote, at any meeting or meetings of the Board or any committee of the Directors.

Delegation to Committees of Directors and Holders of Executive Office

92. The Board may delegate any of their powers to any committee consisting of one or more Directors; they may also delegate to the Chairman or any Director holding any other executive office such of their powers as they consider desirable to be exercised by them.
93. Any delegation of powers under the preceding Articles may be made subject to such conditions as the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
94. Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more Directors shall be governed by the articles regulating the proceedings of meetings of the Board so far as they are capable of applying.

Delegation to General Committees

95. For the purpose of the Articles, “general committee” means a committee appointed by the Board whose constitution complies with article 99.
96. The Board may, subject to articles 101, 102 and 103, delegate to any general committee all powers as the Board may think fit; any such delegation shall be made collaterally with, and not to the exclusion of, the Board’s powers and may be revoked or altered.
97. The membership of a general committee shall include at least one Director; the remaining members of the committee need not be Directors or members of the Company.
98. The Director included among the members of a general committee (or, if more than one Director is included among the members of the committee, the Director appointed to such office at a meeting of the Board) shall hold office as chairman of the committee.
99. Each general committee shall regulate its proceedings in accordance with the directions issued by the Board and shall give effect to any instruction or decision on matters of principle issued or made by the board.
100. Unless otherwise determined by special resolution, the following matters shall be excluded from delegation to any general committee.
 - (a) Any introduction of a new policy or any change in policy which could have a significant impact on the Company or which would fall within the responsibility of another committee.
 - (b) Any matter involving expenditure not in accordance with the financial regulations of the company.
 - (c) Any capital building project

(d) The appointment or dismissal of any employee of the Company.

101. All contracts with third parties in connection with discharge of the functions of a general committee shall be entered into by the chairman of the committee or, in their absence, by some other Director of the Company; no member of a general committee (other than a Director) shall contract or hold himself or herself out as contracting, on behalf of the Company.
102. All acts done by a general committee shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the committee or that any member of the committee was not qualified to act as such, be as valid as if every such person had been duly appointed and was so qualified.
103. A resolution in writing by all the members of a general committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held; it may consist of several documents in the same form, each signed by one or more members of the committee.

Secretary

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

Minutes

105. The Board shall ensure that minutes are made (in books kept for the purpose) of all proceedings at the general meetings, meetings of the Board, meetings of committees of Directors and meetings of general

committees; a minute of a meeting of the Board or of a committee of Directors shall include the names of the Directors present.

Accounts

106. The Board shall cause true and proper accounts to be kept, showing in detail the receipts and expenditure of the Company, and the whole of the property, credits and liabilities; all account books shall be normally kept in the Office.
107. The Company's financial year shall be from 1st April to 31st March.
108. At the end of the financial year the accounts of the Company shall be audited by an auditor and presented at the Annual General Meeting.
109. The Treasurer will give the Board a financial report at the meeting of the Board following each calendar quarter.
110. The income and property of the Company from whatever source derived shall be applied solely towards the promotion of the purposes of the Company as set forth in the Memorandum of Association.
111. All cheques and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board shall from time to time determine. All deeds and legal documents shall be executed by one Director and the Company Secretary or two Directors.

Auditors

112. The Auditors of the Company shall be appointed and their duties regulated in accordance with the Act.

Notices

113. Any notice to be given in pursuance of these articles shall be in writing; the Company may give any such notice to a member either

personally or by sending it by post in a pre-paid envelope addressed to the member at their registered address or by leaving it at that address.

114. Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting; for the purpose of showing that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

115. A member present at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

Winding Up

116. If the company is wound up or dissolved, the liquidator shall transfer the assets of the Company to appropriate body in accordance with the provisions of the Memorandum of Association.

Indemnity

117. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any loss or liability which he or she may sustain or incur in connection with the execution of the duties of their office including, without prejudice to that generality, any proceedings, whether civil or criminal, in which judgement is given in their favour or in which he is acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or trust in relation to the affairs of the Company.

