

MEMORANDUM OF ASSOCIATION
of
THE INSTITUTE OF ADVANCED MOTORISTS LIMITED
Company Limited by Guarantee

1. Name

The name of the company is The Institute of Advanced Motorists Limited.

2. Registered Office

The registered office of the Company is to be in England.

3. Objects

The Objects are to improve the standard of driving and the promotion of road safety for the public benefit, in particular by (but not limited to), the operation of an advanced driving test.

4. Powers

In addition to any other powers it may have, the Company has the following powers, which may be exercised only in promoting the Objects:

- 4.1 to buy, take on lease or in exchange, hire or otherwise acquire any property (real or personal) and equip it for use;
- 4.2 to sell, lease, mortgage, dispose of or turn to account all or any of the property or assets of the Company (subject to receiving any consent required under the Charities Acts);
- 4.3 to undertake and execute any trusts;
- 4.4 to borrow or raise money on such terms and on such security as may be thought fit (subject to receiving any consent required under the Charities Acts in relation to security over land);
- 4.5 to invest the moneys of the Company in such investments, securities or property as may be thought fit and in accordance with the law;
- 4.6 to delegate the management of investments to an authorised person under the Financial Services and Markets Act 2000, but only on terms that:
 - 4.6.1 the investment policy is set down in writing for the authorised person by the Council;
 - 4.6.2 the performance of the investments is reviewed regularly with the Council;
 - 4.6.3 the Council is entitled to cancel the delegation arrangement at any time;
 - 4.6.4 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 4.6.5 all payments due to the authorised person are on a scale or at a level which is agreed in advance and are notified to the Council;

- 4.7 to arrange for investments or other property of the Company to be held by a corporate body incorporated in England and Wales (or which has established a branch or a place of business in England and Wales) as the Company's nominee, and to pay any reasonable fee required;
- 4.8 to support, administer or set up other charities with similar objects or that otherwise further the objects of the Company;
- 4.9 to employ paid or unpaid agents, staff or advisers and deal with all matters related to that employment (including, without limitation, establishing or contributing to any pension scheme). The Company may employ or remunerate a member of the Council only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
- 4.10 to pay for indemnity insurance for the members of the Council; and
- 4.11 to do anything else within the law which promotes or helps to promote the Objects.

5. Benefits to Members and members of the Council

- 5.1 The property and funds of the Company must be used only for promoting the Objects and no distribution of the property and funds of the Company may be made to the Members. However this shall not prevent the following payments to Members:
 - 5.1.1 reasonable payment for goods supplied to the Company;
 - 5.1.2 reasonable payment for services supplied to the Company under a contract of employment or otherwise;
 - 5.1.3 interest at a reasonable rate on money lent to the Company;
 - 5.1.4 reasonable rent for property let to the Company; and
 - 5.1.5 receipt of charitable benefits where applicable in accordance with the Objects.
- 5.2 A member of the Council may not receive any benefit or payment from the Company, except for:
 - 5.2.1 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Company;
 - 5.2.2 interest at a reasonable rate on money lent to the Company;
 - 5.2.3 reasonable rent for property let to the Company;
 - 5.2.4 receipt of charitable benefits where applicable in accordance with the Objects;
 - 5.2.5 a benefit or payment received pursuant to a contract of employment with or for the supply of goods or services to the Company where it is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act 1993;
 - 5.2.6 the benefit of any indemnity insurance obtained by the Company; and
 - 5.2.7 other payments or benefits which have received the prior written approval of the Commission.

A payment to any company or other body in which a member of the Council has no more than a 1 per cent shareholding (or equivalent interest) shall not be deemed to be a benefit received by that member of the Council.

- 5.3 Subject to clause 5.2, a member of the Council may not receive any payment for goods or services supplied to the Company and may not be appointed to any office of the Company that would entitle him/her to receive remuneration.

6. Limited Liability

The liability of members is limited.

7. Guarantee

Every Member undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding 25p.

8. Dissolution

- 8.1 If the Company is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

- 8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- 8.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects;
- 8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance;
- 8.1.4 nothing in this Memorandum shall authorise an application of the property of the charity for purposes which are not charitable in accordance with Section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

9. Interpretation

- 9.1 In this Memorandum:

“**the Charities Acts**” means the Charities Act 1993 and the Charities Act 2006;

“**the Commission**” means the Charity Commission for England and Wales;

“**the Company**” means The Institute of Advanced Motorists Limited, the company governed by this Memorandum;

“**the Council**” means the board of directors of the Company;

“**Indemnity Insurance**” means insurance against personal liability incurred by any member of the Council for an act or omission which is or is alleged to be a breach of trust or breach of duty in relation to the Company; provided that such insurance shall not extend to any liability where the

member of the Council concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

“**Members**” means the Special Members, the Ordinary Members and any other class of members of the Company established by or in accordance with the Articles of Association of the Company;

“**the Objects**” means the Objects of the Company as defined in clause 3 of this Memorandum;

“**Secretary**” means the company secretary of the Company.

- 9.2 References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

THE COMPANIES ACTS
1985 AND 2006
Articles of Association of
THE INSTITUTE OF ADVANCED MOTORISTS LIMITED
(Company Limited by Guarantee)

1. Interpretation

1.1 In these articles:

“1985 Act”: means the Companies Act 1985;

“2006 Act”: means the Companies Act 2006;

“address”: means a postal address or, for the purposes of electronic communication, an electronic address;

“these articles”: means these articles of association as originally adopted or as altered by the Company from time to time and reference to any numbered article is to the corresponding article in these articles;

“clear days” in relation to the period of a notice means a period excluding:

- (a) the day when the notice is given or deemed to be given; and
- (b) the day for which it is given or on which it is to take effect;

“the Commission”: means the Charity Commission for England and Wales;

“Company”: means The Institute of Advanced Motorists Limited, the company regulated by these articles;

“Council”: means the board of directors of the Company. The directors are charity trustees as defined by Section 97 of the Charities Act 1993;

“Director”: means a member of the Council;

“electronic address”: means a number or address used for the purposes of sending or receiving documents or information by electronic means;

“electronic form” and **“electronic means”**: apply with the meanings with which they apply in the 2006 Act;

“the memorandum”: means the memorandum of association of the Company;

“officers”: includes the Directors and the secretary;

“Ordinary Member”: means a person who is qualified for and admitted to Ordinary Membership in accordance with Article 4 and who pays by way of annual subscription to the Company such sum as the Company in General Meeting and upon the recommendation of the Council shall determine. Each annual subscription shall be payable annually in advance, with the first to be paid with the application for Ordinary Membership;

“the seal”: means the common seal of the Company if it has one;

“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;

“Special Member”: means a person who is qualified for and admitted to Special Membership in accordance with Article 3;

“Statutes”: means every statute (including any statutory instrument, order, regulation or subordinate legislation made under it) for the time being in force concerning companies and affecting the Company;

“United Kingdom”: means Great Britain and Northern Ireland;

“writing”: includes the representation or reproduction of words, symbols or other information in such form (including in electronic form or by making it available on a website) that it can be read or seen with the naked eye and a copy of it can be retained; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

- 1.2 Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the 1985 Act or the 2006 Act but excluding any statutory modification not in force when this constitution becomes binding on the Company.
- 1.3 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- 1.4 The provisions of the memorandum to the extent that they could have been contained in these articles shall take effect as though repeated here.

2. Members

- 2.1 The Company shall have two classes of members: Special Members and Ordinary Members. A person may be a member in more than one class.
- 2.2 Membership of the Company (of whatever class) is not transferable.

3. Special Members

- 3.1 The members of the Council from time to time shall be the Special Members. No person who is not a member of the Council shall be a Special Member. A Special Member shall automatically cease to be a Special Member on ceasing to be a member of the Council.
- 3.2 Save to the extent expressly provided in these articles, the Special Members shall exercise all the powers of membership of the Company and without prejudice to the generality of the foregoing, the Special Members of the Company, and only the Special Members, shall be regarded as the members of the Company for the purposes of section 22 of the 1985 Act.

- 3.3 The Company shall maintain a register of Special Members, which shall constitute the register of members of the Company required by section 352 of the 1985 Act.
- 3.4 Each member of the Council shall (as a pre-condition of being so appointed) be required to sign the register of Special Members or otherwise consent in writing to becoming a Special Member.

4. Ordinary Members

- 4.1 Ordinary Membership of the Company is open to any individual interested in promoting the Objects who:

- 4.1.1 Has signed and delivered to the Company an application for admission to Ordinary Membership in such form as the Council shall require; and
- 4.1.2 Holds a Driving Licence; and
- 4.1.3 Holds a certificate issued by the Company that he/she has passed such qualifying test or tests as shall be approved by the Council;

provided that in any case where the Council thinks it appropriate, it may at its full discretion without being under any obligation to give any reasons, either:

- (a) Refuse to admit any person to Ordinary Membership or impose such further conditions to the admission of any person to Ordinary Membership as the Council should think fit; or
- (b) Dispense with any of the conditions set out above in the case of any person applying for Ordinary Membership.

- 4.2 The Company shall keep a register of Ordinary Members at its registered office. The register of Ordinary Members shall list the name and address of each Ordinary Member, the date on which each person was registered as an Ordinary Member and the date on which any person ceased to be an Ordinary Member. Ordinary Members shall have no right of inspection and no right to require the Company to provide a copy of such register.

5. Classes of Membership

- 5.1 The Council may establish further classes of membership (including informal membership), prescribe their respective privileges and duties and set the amounts of any subscriptions, provided that no member of any such class shall be entitled to more than one vote either on a show of hands or on a poll.
- 5.2 The Council may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 5.3 The rights attached to a class of membership may only be varied if:
- 5.3.1 three-quarters of the members of that class consent in writing to the variation; or
- 5.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 5.4 The provisions in these articles about general meetings shall apply to any meeting of a class of membership, including without limitation any such meeting relating to the variation of the rights of any class of members.

6. Termination of Ordinary Membership

6.1 Ordinary Membership is terminated if the Ordinary Member concerned:

- 6.1.1 Dies;
- 6.1.2 Gives written notice of resignation to the Company;
- 6.1.3 Has not paid any annual subscription within three months of the date on which the same is first payable (but in such a case the Ordinary Member may at the discretion of the Council be reinstated on payment of the amount due);
- 6.1.4 Is deprived of his/her Driving Licence by a court decision;
- 6.1.5 Ceases to hold a Driving Licence for a period in excess of six months for any reason other than the Ordinary Member's absence overseas;
- 6.1.6 Is convicted of any of the offences in connection with motoring which shall from time to time be laid down by the Council as invalidating membership; or
- 6.1.7 Is removed from Ordinary Membership by resolution of the Council passed by a two-thirds majority at a meeting specially convened for the purpose, of which the member proposed to be excluded has been given reasonable notice and at which he has been given a reasonable opportunity to attend and be heard;

provided that the Council shall have discretion to decide that an event falling within Articles 6.1.3 to 6.1.6 shall not cause a person's Ordinary Membership to be terminated.

6.2 A person who ceases to be an Ordinary Member shall:

- 6.2.1 Return to the Company any certificate, badge or insignia issued by the Company to him/her; and
- 6.2.2 Not be entitled to be repaid any part of an annual subscription paid by him/her to the Company.

7. General meetings

7.1 The Council may convene a general meeting whenever it thinks fit and shall do so on requisition in accordance with section 303 of the 2006 Act.

8. Notice of general meetings

8.1 The minimum periods of notice required to hold a general meeting of the Company are:

- 8.1.1 Twenty-one clear days for an annual general meeting;
- 8.1.2 Fourteen clear days for all other general meetings.

8.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.

8.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the 2006 Act and article 14 of these articles.

8.4 The notice must be given to all the members entitled thereto and to the Directors and auditors.

9. General meetings – rights of Ordinary Members

9.1 Ordinary Members shall be entitled to receive notice of, attend and vote at any annual general meeting for the purposes of:

9.1.1 Receiving the accounts of the Company for the previous financial year;

9.1.2 Receiving the Council's report on the Company's activities since the previous annual general meeting;

9.1.3 Accepting the retirement of those members of the Council who wish to retire or who are retiring by rotation;

9.1.4 Electing members of the Council in accordance with article 22; and

9.1.5 discussing and determining any issues of policy or dealing with any other business put before them by the Council.

9.2 Ordinary Members shall be entitled to receive notice of and attend any general meeting (including an annual general meeting) at which a resolution is proposed to:

9.2.1 Appoint any person as a member of the Council or remove any such person from office;

9.2.2 Vary the annual membership fee payable from time to time by Ordinary Members,
and to vote in respect of such resolution.

9.3 No matter referred to in Article 9.1 and no resolution referred to in Article 9.2 shall be put to or resolved by the Special Members (either in general meeting or by way of written resolution).

10. Proceedings at general meetings

10.1 No business shall be transacted at any general meeting unless a quorum is present.

10.2 Where a meeting comprises:

10.2.1 Business referred to in Article 9, the quorum is seven Ordinary Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting;

10.2.2 Any other business, the quorum is three Special Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting;

10.2.3 Both business referred to in Article 9 and other business, then:

(a) In respect of those matters falling within Article 9, the quorum shall be seven Ordinary Members; and

(b) In respect of such other business, the quorum shall be three Special Members

and the lack of a quorum in respect of one part of the meeting shall not affect the validity of any resolution passed by the other.

- 10.3 The authorised representative of a member organisation shall be counted in the quorum.
- 10.4 If:
- 10.4.1 A quorum is not present within half an hour from the time appointed for the meeting; or
- 10.4.2 During a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Council shall determine.
- 10.5 The Council must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 10.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 10.7 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company.

11. General meetings - Chair

- 11.1 General meetings shall be chaired by the person who has been appointed to chair meetings of the Council.
- 11.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Council shall chair the meeting.
- 11.3 If there is only one Director present and willing to act, he or she shall chair the meeting.
- 11.4 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting. Where a meeting comprises business to be conducted by the Ordinary Members and business to be conducted by Special Members, an Ordinary Member shall chair the part of the meeting that addresses the former and a Special Member the part that addresses the latter.

12. General Meetings - adjournments

- 12.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 12.2 The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 12.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 12.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

13. General meetings - voting

- 13.1 Any vote at a meeting shall be decided by a show of hands unless before (or on the declaration of) the result of the show of hands a poll is demanded:
- 13.1.1 By the person chairing the meeting; or
 - 13.1.2 By at least two members present in person or by proxy and having the right to vote at the meeting; or
 - 13.1.3 By a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 13.2
- 13.2.1 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - 13.2.2 The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded.
- 13.3
- 13.3.1 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - 13.3.2 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 13.4
- 13.4.1 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - 13.4.2 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 13.5
- 13.5.1 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - 13.5.2 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - 13.5.3 The poll must be taken within thirty days after it has been demanded.
 - 13.5.4 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - 13.5.5 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

14. Proxies: appointment and voting

14.1 Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the Company.

14.2 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve)

"charity name

I/We of, being a member/members of the above-named charity, hereby appoint of or failing him/her. of as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Company to be held on 20 and at any adjournment thereof.

Signed on 20.....".

14.3 Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve) –

"charity name

I/We of, being a member/members of the abovenamed charity, hereby appoint of, or failing him/her. of as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Company, to be held on 20 and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.

Signed this day of 20.....".

14.4 The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Council) may be lodged with the Company as follows:

14.4.1 In the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

14.4.2 In the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

- (a) In the notice convening the meeting; or
- (b) In any instrument of proxy sent out by the Company in relation to the meeting; or
- (c) In any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

14.4.3 In the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

14.4.4 Where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the secretary or to any director.

14.5 An appointment of proxy which is not deposited, delivered or received in a manner described in sub-clauses 14.4 shall be invalid.

14.6 A vote given or poll demanded by proxy (or by the duly authorised representative of a member which is an organisation) shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the Company at:

14.6.1 Its registered office, or

14.6.2 Such other place at which the instrument of proxy was duly deposited, or

14.6.3 (Where the appointment of the proxy was contained in an electronic communication) the address at which such appointment was duly received

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

15. Written resolutions

A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provide that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement.

16. Votes of members

16.1 Every member, whether an individual or an organisation, shall have one vote in respect of any matter in respect of which they are entitled to vote.

16.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

17. Corporate representatives

17.1 Any organisation that is a member of the Company may nominate any person to act as its representative at any meeting of the Company.

17.2 The organisation must give written notice to the Company of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company. The nominee may continue to represent the organisation until written notice to the contrary is received by the Company.

17.3 Any notice given to the Company will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the nominee has been properly appointed by the organisation.

18. Directors - qualification

18.1 A Director must be a natural person aged 16 years or older.

18.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 25.

18.3 There shall be not less than three and not more than fifteen members of the Council. If the number of members of the Council falls below any minimum number required by these Articles, the remaining members may only act as the Council to appoint persons as Ordinary Members, fill vacancies in the Council, or to summon a General Meeting, and not for any other purpose.

18.4 All members of the Council must be Ordinary Members. In addition, every person appointed or elected to be a member of the Council must consent in writing to becoming a Special Member in accordance with Article 3.4.

19. Directors - alternates

A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Council.

20. Powers of the Council

20.1 The Council shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the 1985 Act or the 2006 Act, the memorandum, these articles or any special resolution of the Special Members.

20.2 No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Council.

20.3 Any meeting of the Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Council.

21. Directors - retirement by rotation

- 21.1 At each annual general meeting one-third of the Council or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Director he or she must retire.
- 21.2 The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 21.3 If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

22. Appointment of Directors

- 22.1 The Ordinary Members may by ordinary resolution:
- 22.1.1 Appoint a person who is willing to act to be a Director; and
- 22.1.2 Determine the rotation in which any additional Directors are to retire.
- 22.2 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
- 22.2.1 He or she is recommended for election by the Council; or
- 22.2.2 Not less than twenty-eight clear days before the date of the meeting, the Company is given a notice that:
- (a) Is signed by no fewer than twenty Ordinary Members entitled to attend and vote at the meeting;
 - (b) States such members' intention to propose the appointment of a person as a Director;
 - (c) Contains the details that, if the person were to be appointed, the Company would have to file at Companies House; and
 - (d) Is signed by the person who is to be proposed to show his or her willingness to be appointed
- and such person is approved by the Council.
- 22.3 All members who are entitled to receive notice of a general meeting must be given not less than fourteen nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.

23. Appointment of Directors by the Council

- 23.1 The Council may appoint a person who is willing so to act as a Director.
- 23.2 A Director appointed by a resolution of the Council must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.

24. Directors – maximum number

The appointment of a Director, whether by the Company in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

25. Disqualification and removal of Directors

25.1 A person shall cease to be a member of the Council if he/she:

25.1.1 Ceases to be an Ordinary Member;

25.1.2 Resigns by notice in writing to the Company;

25.1.3 Is prohibited by law from being a director of a company or is disqualified from acting as a trustee by virtue of the Charities Act;

25.1.4 Is absent without notice from three consecutive meetings of the Council and the Council resolves that he/she should resign; or

25.1.5 Is removed by a resolution of the Ordinary Members to that effect passed at a general meeting.

26. Directors' remuneration

The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

27. Proceedings of Directors.

27.1 The Council may regulate their proceedings as they think fit, subject to the provisions of these articles.

27.2 Any Director may call a meeting of the Council and the secretary must call a meeting of the Council if requested to do so by a Director.

27.3 Questions arising at a meeting shall be decided by a majority of votes.

27.4 No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is purported to be made. The quorum shall be three of the total number of Directors, or such larger number as may be decided from time to time by the Council.

27.5 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

27.6 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

27.7 The Council shall appoint a Director to chair their meetings and may at any time revoke such appointment.

27.8 If no-one has been appointed to chair meetings of the Council or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Council present may appoint one of their number to chair that meeting.

- 27.9 The person appointed to chair meetings of the Council shall have no functions or powers except those conferred by these articles or delegated to him or her by the Council.
- 27.10 A resolution in writing agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Council or of a committee of Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of Council duly convened and held provided that:
- 27.10.1 A copy of the resolution is sent or submitted to all the Directors eligible to vote; and
- 27.10.2 A simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents that are received at the registered office within the period of 28 days beginning with the circulation date.
- 27.11 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

28. Delegation

- 28.1 The Council may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- 28.2 The Council may impose conditions when delegating, including the conditions that:
- 28.2.1 The relevant powers are to be exercised exclusively by the committee to whom they delegate;
- 28.2.2 No expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the Council.
- 28.3 The Council may revoke or alter a delegation.
- 28.4 All acts and proceedings of any committees must be fully and promptly reported to the Council.

29. Directors' interests

- 29.1 A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company that has not previously been declared. A Director must absent himself or herself from any discussions of the Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).
- 29.2 Subject to paragraph 29.3, all acts done by a meeting of the Council, or of a committee of the Council, shall be valid notwithstanding the participation in any vote of a Director:
- 29.2.1 Who was disqualified from holding office;
- 29.2.2 Who had previously retired or who had been obliged by the constitution to vacate office;
- 29.2.3 Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

29.2.4 The vote of that Director; and

29.2.5 That Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

29.3 Paragraph 29.2 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Council or of a committee of Directors if, but for paragraph 29.2, the resolution would have been void, or if the Director has not complied with article 29.1.

30. Conflicts of interest requiring board authorisation

30.1 This article shall take effect from the time that section 175 of the 2006 Act comes into force and these articles shall be read and construed accordingly.

30.2 The Council may, provided the quorum and voting requirements set out below are satisfied, authorise any matter that would otherwise involve a Director breaching his or her duty under the 2006 Act to avoid conflicts of interest.

30.3 Any Director (including the Director concerned) may propose that the Director concerned be authorised in relation to any matter the subject of such a conflict. Such proposal and any authority given by the Council shall be effected in the same way that any other matter may be proposed to and resolved upon by the Council under the provisions of these articles, except that the Director concerned and any other Director with a similar interest:

30.3.1 Shall not count towards the quorum at the meeting at which the conflict is considered;

30.3.2 May, if the other members of the Council so decide, be excluded from any meeting of the Council while the conflict is under consideration; and

30.3.3 Shall not vote on any resolution authorising the conflict except that, if he or she does vote, the resolution will still be valid if it would have been agreed to if his or her vote had not been counted.

30.4 Where the Council gives authority in relation to such a conflict:

30.4.1 The Council may (whether at the time of giving the authority or at any time or times subsequently) impose such terms upon the Director concerned and any other Director with a similar interest as it may determine, including, without limitation, the exclusion of that Director and any other Director with a similar interest from the receipt of information, or participation in discussion (whether at meetings of the Council or otherwise) related to the conflict;

30.4.2 The Director concerned and any other Director with a similar interest will be obliged to conduct himself or herself in accordance with any terms imposed by the Council from time to time in relation to the conflict;

30.4.3 Any authority given by the Council in relation to a conflict may also provide that where the Director concerned and any other Director with a similar interest obtains information that is confidential to a third party, the Director will not be obliged to disclose that information to the Company, or to use the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence;

30.4.4 The terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and

30.4.5 The Council may withdraw such authority at any time.

31. Seal

If the Company has a seal it must only be used by the authority of the Council or of a committee of Directors authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

32. Minutes

32.1 The Council must keep minutes of all:

32.1.1 Appointments of offices made by the Council;

32.1.2 Proceedings at meetings of the Company;

32.1.3 Meetings of the Council and committees of Directors including:

- (a) The names of the Directors present at the meeting;
- (b) The decisions made at the meetings; and
- (c) Where appropriate the reasons for the decisions.

33. Accounts

33.1 The Council must prepare for each financial year accounts as required by the 2006 Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

33.2 The Council must keep accounting records as required by the 2006 Act.

34. Annual Report and Return and Register of Charities

34.1 The Council must comply with the requirements of the Charities Act 1993 with regard to:

34.1.1 The transmission of the statements of account to the Company;

34.1.2 The preparation of an Annual Report and its transmission to the Commission;

34.1.3 The preparation of an Annual Return and its transmission to the Commission.

34.2 The Council must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities.

35. Communications - means of communications to be used

35.1 Except to the extent that these articles provide otherwise, and subject to compliance with the Statutes, anything sent or supplied by or to any person, including the Company, under these articles may be sent or supplied, whether or not because the Statutes require it to be sent or supplied, in any

way (including, except in the case of anything supplied to the Company, by making it available on a website) in which documents or information required to be sent or supplied may be sent or supplied by or to that person in accordance with the 2006 Act.

- 35.2 Except insofar as the Statutes require otherwise, the Company shall not be obliged to accept any notice, document or other information sent or supplied to the Company in electronic form unless it satisfies such stipulations, conditions or restrictions (including, without limitation, for the purpose of authentication) as the Council thinks fit, and the Company shall be entitled to require any such notice, document or information to be sent or supplied in hard copy form instead.
- 35.3 A member whose registered address is not within the United Kingdom and who notifies the Company of an address within the United Kingdom at which notices, documents or other information may be served on or delivered to him or her shall be entitled to have such things served on or delivered to him or her at that address (in the manner referred to above), but otherwise no such member shall be entitled to receive any notice, document or other information from the Company. Such address may, at the Council's discretion, be an electronic address but the Council may at any time without prior notice (and whether or not the Company has previously sent or supplied any documents or information in electronic form to that electronic address) refuse to send or supply any documents or information to that electronic address.

36. Communications - when information deemed received

36.1 Any notice, document or other information:

- 36.1.1 If sent by the Company by post or other delivery service shall be deemed to have been received on the day (whether or not it is a working day) following the day (whether or not it was a working day) on which it was put in the post or given to the delivery agent and, in proving that it was duly sent, it shall be sufficient to prove that the notice, document or information was properly addressed, prepaid and put in the post or duly given to the delivery agent;
- 36.1.2 If sent by the Company by electronic means in accordance with the Statutes shall be deemed to have been received on the same day that it was sent, and proof that it was sent in accordance with guidance issued by the Company of Chartered Secretaries and Administrators shall be conclusive evidence that it was sent;
- 36.1.3 If made available on a website in accordance with the Statutes shall be deemed to have been received when notification of its availability on the website is deemed to have been received or, if later, when it is first made available on the website;
- 36.1.4 Not sent by post or other delivery service but served or delivered personally or left by the Company at the address for that member on the register shall be deemed to have been served or delivered on the day (whether or not it was a working day) and at the time it was so left.

37. Indemnity

The Company may indemnify any Director, Auditor, Reporting Accountant, or other officer of the Company against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act.

38. Rules

- 38.1 The Council may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company.
- 38.2 The bye laws may regulate the following matters but are not restricted to them:
- 38.2.1 The admission of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 38.2.2 The conduct of members of the Company in relation to one another, and to the Company's employees and volunteers;
 - 38.2.3 The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - 38.2.4 The procedure at general meetings and meetings of the Council in so far as such procedure is not regulated by the Act or by these Articles;
 - 38.2.5 Generally, all such matters as are commonly the subject matter of membership charities' rules.
- 38.3 The Council must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company.
- 38.4 The rules or bye laws, shall be binding on all members of the Company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles. To the extent of any inconsistency, the provisions of the memorandum or these articles shall prevail.