

**Company Number: 05450281**

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**ARTICLES OF ASSOCIATION**  
**of**  
**VERD DE GRIS ARTS**

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Registered on the twelfth day of May 2005  
Amended by Special Resolution on the fourth day of November 2014  
Amended by Special Resolution on the sixth day of July 2018

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Company Number: 05450281

## THE COMPANIES ACT 2006

### PRIVATE COMPANY LIMITED BY GUARANTEE HAVING NO SHARE CAPITAL

#### ARTICLES OF ASSOCIATION OF

## VERD DE GRIS ARTS

### 1 DEFINITIONS AND INTERPRETATION

1.1 The definitions set out in this Article 1.1 apply in these articles.

**“Act”** the Companies Act 2006.

**“an Authorisation”** by the directors that a conflicted director may vote on a matter, providing the conflicted director is not counted towards the quorum, subject to such terms as the directors see fit and which may be varied at any time.

**“Authorised Person”**:

- (a) any Director;
- (b) the company secretary; or
- (c) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

**“Board”** the board of Directors of the Company for the time being.

**“Chair”** the person entitled under these Articles to preside over meetings.

**“Company”** Verd de Gris Arts.

**“Conflicted Director”** a director being in breach of his or her duty under section 175 of the Act to avoid a situation in which he or she has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (a **“Conflict”**).

**“Connected Person”** a person connected with another within the meaning of section 1122 of the Corporation Tax Act 2010.

**“Director”** a director of the Company, including any person occupying the position of director, by whatever name called.

**“Electronic Form”** has the meaning given in section 1168 of the Act.

**“Eligible Directors”** in relation to any matter, the Directors who would have been entitled to vote on, and whose votes would have been counted in respect of, that matter had it been proposed as a resolution at a Directors’ meeting.

**“Hard Copy Form”** has the meaning given in section 1168 of the Act.

**“Interested Director”** has the meaning given in Article 19.

**“Majority Decision”** a majority decision taken at a Directors’ meeting

**“Member”** means those persons who have guaranteed to contribute to the assets of the Company should it wind up and who are entitled to vote at General Meetings, (and Company Member has a corresponding meaning) and is also defined in section 112 of the Act;

**“Ordinary Resolution”** has the meaning given in section 282 of the Act.

**“Participate”** has the meaning given in Article 14.1 and **“Participating”** shall be construed accordingly.

**“Proxy Notice”** has the meaning given in Article 36.1.

**“Proxy Notification Address”** has the meaning given in Article 37.1.

**“Qualifying Person”**:

- (a) an individual who is a Member and entitled to vote at General Meetings;
- (b) a person authorised under section 323 of the Act to act as the representative of a company in relation to the relevant general meeting; or
- (c) a person appointed as proxy of a Member in relation to the relevant General Meeting.

**“Relevant Director”** any director or former director of the Company.

“**Special Resolution**” has the meaning given in section 283 of the Act.

“**Subsidiary**” any company which is a subsidiary of the Company from time to time.

“**Transaction**” has the meaning given in Article 19.

“**Unanimous Decision**” has the meaning given in Article 12.1.

“**Writing**” the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

- 1.2 The rules of interpretation set out in Articles 1.3 to 1.8 (inclusive) apply in these articles.
- 1.3 A reference to:
  - 1.3.1 a “**person**” includes a reference to:
    - 1.3.1.1 any individual, firm, partnership, unincorporated association or company wherever incorporated or situate; and
    - 1.3.1.2 that person’s legal personal representatives, trustees in bankruptcy and successors;
  - 1.3.2 “**bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
  - 1.3.3 a “**document**” includes, unless otherwise specified, any document sent or supplied in Electronic Form; and
  - 1.3.4 a “**company**” shall include any company, corporation or other body corporate, wherever and however incorporated or established.
- 1.4 Unless the context otherwise requires:
  - 1.4.1 words denoting the singular shall include the plural and vice versa; and
  - 1.4.2 references to (or to any specified provision of) these articles or any other document shall be construed as references to these articles, that provision or that document as in force and as amended from time to time.
- 1.5 Unless stated to the contrary, a reference to a statute, statutory provision or subordinate legislation includes a reference to it as modified, replaced, amended and/ or re-enacted from time to time (before or after the date of these articles) and any prior or subsequent legislation made under it but this Article 1.5 shall not operate so as to impose on any person any greater obligation than would otherwise apply.
- 1.6 Unless the context otherwise requires, words or expressions used in these articles shall have the same meaning as in the Act.
- 1.7 Any phrase introduced by the terms “**including**”, “**include**”, “**in particular**” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.8 A reference to an “**Article**” is to an article of these articles.

## **2 MODEL ARTICLES SHALL NOT APPLY**

Neither the model articles for private companies limited by guarantee prescribed pursuant to the Act, nor any other articles of association (whether prescribed pursuant to the Act or set out in any other statute, statutory instrument or other subordinate legislation concerning companies) shall apply to the Company.

## **3 LIABILITY OF MEMBERS**

The liability of each Member is limited to £1.00, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for:

- 3.1 payment of the Company’s debts and liabilities contracted before he or she ceases to be a Member;
- 3.2 payment of the costs, charges and expenses of winding up; and
- 3.3 adjustment of the rights of the contributories among themselves.

## **4 OBJECTS**

The Company is established to promote and advance involvement, participation and access to the arts for the general public and thereby to foster community cohesion and empower marginalised communities.

## **5 POWERS**

The Company shall have the power to do anything which is calculated to further its objects or is conducive or incidental to doing so including but not limited to the following powers:

- 5.1 to develop and deliver projects that use the arts to explore social issues by working with a range of individuals, groups and communities;
- 5.2 to present, promote, organise and produce such performances, concerts, exhibitions and other activities that will further the objects of the Company;
- 5.3 to deliver workshops and sessions in schools and other settings using a range of art forms either alone or with others;
- 5.4 to organise arts events, conferences and meetings that will further the objects of the Company;
- 5.5 to provide disadvantaged groups with experience of all aspects of arts performance and production
- 5.6 to publish, sell, distribute or disseminate any work produced or procured as a result of the Company's activities including books, education packs and merchandise designed to further the objects of the Company;
- 5.7 to make films of performances and events to enable wider audiences to experience the work;
- 5.8 to enter into agreements with organisations and with artists, choreographers, dancers, designers, writers, composers, musicians and other professionals in associated fields;
- 5.9 to work in partnership with other organisations and bodies that support the objectives of the Company;
- 5.10 to purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings and all other items of every description required for use in connection with or for the purpose of all or any of the objects of the Company;
- 5.11 to accept subscriptions, donations, endowments and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property and any rights and privileges and to maintain and alter any of the same as are necessary for the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate; and subject to such consents as may be required by law, improve, manage, develop, exchange, mortgage, charge, sell, let, hire or otherwise deal with any of the property of the Company;
- 5.12 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of grants, donations, subscriptions or otherwise;
- 5.13 to receive loans at interest or otherwise and to lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company as may be necessary or convenient for the work of the Company;
- 5.14 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques and other instruments, and to operate bank accounts;
- 5.15 to invest the moneys of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 5.16 to make donations for social and charitable purposes either in cash or assets for the furtherance of the objects of the Company to which the Company may deem expedient;
- 5.17 to establish and support or aid in the establishment and support of any other Company, firm, co-operative or other organisation which shall advance the objects or interests of the Company;

- 5.18 to employ or contract and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
- 5.19 to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their dependents;
- 5.20 to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company;
- 5.21 to provide indemnity insurance for the Directors of the Company;

## **6 APPLICATION OF INCOME AND PROPERTY**

- 6.1 The income and property of the Company shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members of the Company.
- 6.2 This does not prevent:
  - 6.2.1 reasonable and proper remuneration being paid to any member, officer or servant of the Company for any services rendered to the Company;
  - 6.2.2 interest on money lent by a Director or Connected Person being paid at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by the Board or 3 per cent whichever is the greater;
  - 6.2.3 reasonable and proper rent being paid for premises let by any Director or Connected Person provided the Director takes no part in the discussion and decision relating to the rent or terms and that these are reasonable and proper;
  - 6.2.4 payment of fees, remuneration or other benefit in money or money's worth to a company of which a Director may be a member provided the shares of the company are listed on a recognised stock exchange and the Director holds not more than 1 per cent of the issued capital of that company;
  - 6.2.5 any Director being paid reasonable out-of-pocket expenses incurred while carrying out his or her duties;
  - 6.2.7 the purchase of indemnity insurance for the Directors against any liability that by virtue of any rule of law would otherwise attach to a Director or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Company but excluding:
    - (a) fines;
    - (b) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
    - (c) liabilities to the Company that result from conduct that the Director or other officer knew or ought to have known was not in the best interests of the Company or in respect of which the person concerned did not care whether that conduct was in the best interests of the Company or not.

## **7 DIRECTORS**

The number of Directors shall be not less than three and no more than ten unless the Directors pass a resolution to change these numbers.

## **8 DIRECTORS' GENERAL AUTHORITY**

Subject to the other provisions of these articles and any restrictions imposed by the Act, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

## **9 DIRECTORS MAY DELEGATE**

9.1 Subject to the other provisions of these articles and any restrictions imposed by the Act, the Directors may delegate any of the powers which are conferred on them under these articles:

9.1.1 to such person or committee; and

9.1.2 on such terms and/or conditions;

as they think fit.

The Directors may at any time revoke any delegation made pursuant to Article 9.1 in whole or part, or alter its terms and/or conditions.

## **10 COMMITTEES**

10.1 Committees to which the Directors delegate any of their powers must follow procedures which are based (as far as they are applicable) on those provisions of these articles which govern the taking of decisions by Directors.

10.2 The Directors may make rules of procedure in accordance with these articles and the Act for all or any committees, which shall prevail over rules made under Article 22 if they are not consistent with them.

## **11 DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

The general rule about decision-making by Directors is that any decision of the Directors must be either a Majority Decision or a Unanimous Decision.

## **12 UNANIMOUS DECISIONS**

12.1 A decision of the Directors is a unanimous decision (a “**Unanimous Decision**”):

12.1.1 if all Eligible Directors indicate to each other by any means that they share a common view on a matter; and

12.1.2 had the matter in question been proposed as a resolution at a Directors’ meeting, the Eligible Directors would have formed a quorum at that meeting.

12.2 A Unanimous Decision may take the form of a resolution in Writing (where each Eligible Director has signed one or more copies of it or to which each Eligible Director has otherwise indicated agreement in Writing).

## **13 CALLING A DIRECTORS’ MEETING**

13.1 Any Director may call a Directors’ meeting by giving notice of that meeting to the Directors or by authorising the company secretary to give such notice.

13.2 Notice of any Directors’ meeting must indicate:

13.2.1 its proposed date and time;

13.2.2 where it is to take place; and

13.2.3 if it is anticipated that the Directors Participating in that meeting will not be in the same place, how it is proposed that they should communicate with each other during that meeting.

13.3 Notice of a Directors’ meeting must be given to each Director but need not be in Writing.

13.4 Notice of a Directors’ meeting need not be given to any Director who waives his or her entitlement to notice of that meeting by giving notice to that effect to the Company either before or not more than seven days after the date on which that meeting is held. Where such notice is given after the relevant meeting has been held, that does not affect the validity of that meeting or of any business conducted at it.

## **14 PARTICIPATION IN DIRECTORS’ MEETINGS**

14.1 Subject to the other provisions of these articles, Directors participate (“**Participate**”) in a Directors’ meeting, or part of a Directors’ meeting, when they can each communicate to the others any information or opinions they have on any particular item of the business of that meeting (and for these purposes it is irrelevant where any Director is or how they communicate with each other).

14.2 If all the Directors Participating in a Directors’ meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14.3 Subject to Article 14.4, if a question arises at a Directors’ meeting or a meeting of a committee of Directors as to the right of any Director to vote or count in the quorum at



that meeting (or part of that meeting), the question may, before the conclusion of that meeting, be referred to the Chair whose ruling in relation to any Director (other than the Chair) is to be final and conclusive.

- 14.4 If a question arises at a Directors' meeting or a meeting of a committee of Directors as to the right of the Chair to vote or count in the quorum at that meeting (or part of that meeting), that question is to be decided by a decision of the Directors Participating at that meeting (provided that in relation to that question, the Chair is not entitled to vote or count in the quorum).

## **15 QUORUM FOR DIRECTORS' MEETINGS**

- 15.1 At a Directors' meeting, unless a quorum is Participating, no proposal is to be voted on, except a proposal to call another meeting.
- 15.2 The quorum for Directors' meetings is at least two Directors.
- 15.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
- 15.3.1 to appoint further Directors; or
- 15.3.2 to call a general meeting so as to enable the Members to appoint further Directors.

## **16 VOTING AT DIRECTORS' MEETINGS**

Subject to the other provisions of these articles, each Director Participating in a Directors' meeting has one vote on each proposed resolution.

## **17 CHAIRING OF DIRECTORS' MEETINGS**

- 17.1 The Directors may appoint Directors to be the Chair and Vice Chair.
- 17.2 The Directors may terminate the appointments of the Chair or Vice Chair at any time.
- 17.3 If the Chair is not Participating in a Directors' meeting within 10 minutes of the time at which it was to start, the Vice Chair will chair the meeting and if he or she is also absent Participating Directors must appoint one of themselves to chair it.

## **18 CHAIR'S CASTING VOTE**

- 18.1 Subject to Article 18.2, if at any Directors' meeting the numbers of votes for and against a proposal are equal, the Chair (or other Director chairing the meeting) has a casting vote.
- 18.2 The Chair (or other Director chairing the meeting) shall not have a casting vote if, in accordance with these articles, he or she is not entitled to vote (or his or her vote would not be counted) or count in the quorum at the relevant meeting (or part of that meeting) because of a conflict of interest.

## **19 DECLARATION OF DIRECTORS' INTERESTS**

If a Director (the **Interested Director**) is in any way directly or indirectly interested in a proposed transaction or arrangement with the company (the **transaction**) or in any transaction or arrangement entered into by the company which has not previously been declared he or she must declare the nature and extent of any interest, direct or indirect. A Director must absent himself or herself from any discussions of the Directors 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 interests (including but not limited to any personal financial interest).

## **20 CONFLICTS OF INTEREST**

- 20.1 If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision of the Articles, the unconflicted Directors may authorise such a conflict of interests only where the following conditions apply:
- 20.1.1 the conflicted Director is absent from the part of the meeting at which there is discussion of an arrangement or transaction affecting that other organisation or person;
- 20.1.2 the conflicted Director does not vote on any such matter and is not counted towards the achievement of a quorum; and
- 20.1.3 the unconflicted Directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.

20.2 In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a Connected Person.

## **21 RECORDS OF DECISIONS TO BE KEPT**

The Directors must ensure that the Company keeps a record, in Writing, for at least 10 years from the date of the decision recorded, of every Unanimous Decision and Majority Decision.

## **22 DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

Subject to the other provisions of these articles and the Act, the Directors may make any rule they think fit about how they take decisions and about how such rules are to be recorded or communicated to Directors.

## **23 METHODS OF APPOINTING DIRECTORS**

23.1 All Directors must also be Members of the Company.

23.2 Any person who is willing to act as a Director and is permitted by law to do so, may be appointed to be a Director by a decision of the Directors. Any Director appointed by a resolution of the other Directors must retire at the next Annual General Meeting following his or her appointment and may offer themselves for re-election and if any Director is required to retire at an Annual General Meeting the retirement shall take effect from the conclusion of the meeting.

23.3 At each Annual General Meeting following the first Annual General Meeting one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office and being eligible may offer themselves for re-election. The performance of a Director will be reviewed by the other Directors at the point when a Director offers him or herself for re-election.

23.4 The Directors to retire every year shall be those who have been longest in office since election or re-election and where persons were appointed on the same day they will either agree who is to retire or draw lots. If a Director is required to retire at an Annual General Meeting the retirement shall take effect from the conclusion of the meeting.

## **24 TERMINATION OF DIRECTOR'S APPOINTMENT**

A person ceases to be a Director as soon as:

24.1 he or she ceases to be a Director by virtue of any provision of the Act or is prohibited from being a Director by law;

24.2 a bankruptcy order is made against the Director or they enter into an individual voluntary arrangement to pay off debts to creditors;

24.3 a composition is made with his or her creditors generally in satisfaction of his or her debts;

24.4 a registered medical practitioner who is treating the Director gives an opinion in Writing to the Company stating that he or she has become physically or mentally incapable of acting as a Director and may remain so for more than three months;

24.5 notification is received by the Company from the Director that he or she is resigning from office and that resignation has taken effect in accordance with its terms;

24.6 he or she is absent from meetings for six months and the Directors pass a resolution to remove him or her from the Board of Directors; or

24.7 he or she ceases to be a Member.

## **25 APPLICATIONS FOR MEMBERSHIP**

There shall be a minimum of three Members of the Company and a maximum of ten Members of the Company unless these numbers are changed by Special Resolution. No person shall become a Member of the Company unless:

25.1 that person has completed an application for membership in a form approved by the Directors; and

25.2 the Directors have approved the application.

## **26 TERMINATION OF MEMBERSHIP**

Membership is terminated if:

- 26.1 a Member withdraws from membership of the Company by giving seven days' notice to the Company in Writing unless this would mean there were fewer than three Members.
- 26.2 the Member ceases to be a Director of the Company.
- 26.3 the person dies or, if it is an organisation, ceases to exist.
- 26.4 the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Company that his or her membership is terminated. A resolution to remove a Member from membership may only be passed if:
  - 26.4.1 the Member has been given at least fourteen days' notice in writing of the Directors' meeting at which the resolution will be proposed and the reasons why it is to be proposed;
  - 26.4.2 the Member or, at the option of the Member, the Member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting.

**27 GENERAL MEETINGS**

- 27.1 An Annual General Meeting must be held in each year and not more than fifteen months may elapse between successive Annual General Meetings. All General Meetings including an Annual General Meeting or a meeting called for the passing of a Special Resolution shall be called by at least fourteen days' notice in writing which may be sent electronically as agreed by the Member.
- 27.2 A General Meeting may be called by shorter notice if it is so agreed by ninety per cent of the Company Members.
- 27.3 The notice shall specify the place, the day and the hour of meeting and the general nature of the business to be transacted. If the meeting is to be the Annual General Meeting, the notice must say so. The notice must also include a statement setting out the rights of Company Members to appoint a proxy under the Act.
- 27.4 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of a meeting did not receive it because of an accidental omission by the Company.

**28 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

- 28.1 A person is able to exercise the right to speak at a General Meeting when he or she is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which he or she has on the business of the meeting.
- 28.2 A person is able to exercise the right to vote at a general meeting when:
  - 28.2.1 he or she is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - 28.2.2 his or her vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 28.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
- 28.4 In determining attendance at a General Meeting, it is immaterial whether any two or more persons attending it are in the same place as each other.
- 28.5 Two or more persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

**29 QUORUM FOR GENERAL MEETINGS**

- 29.1 No business other than the appointment of the Chair of the Meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.
- 29.2 The quorum for General Meetings is two Qualifying Persons present in person or by proxy.

**30 CHAIRING GENERAL MEETINGS**

- 30.1 If the Directors have appointed a Chair, the Chair shall chair General Meetings if present and willing to do so.

- 30.2 If the Directors have not appointed a Chair or if the Chair is unwilling to chair the relevant General Meeting or is not present within 10 minutes of the time at which the relevant General Meeting was due to start:
- 30.2.1 the Directors present; or
  - 30.2.2 (if no Directors are present), the meeting;
- must appoint a Director or Member to chair that meeting and that appointment must be the first business of that meeting.

### **31 ATTENDANCE AND SPEAKING BY NON-MEMBERS AT GENERAL MEETINGS**

The Chair of the Meeting may permit other persons who are not Members to attend and speak at any General Meeting.

### **32 ADJOURNMENT OF GENERAL MEETINGS**

- 32.1 If the persons attending a General Meeting within 30 minutes of the time at which the meeting was due to start do not constitute a quorum or if during a General Meeting a quorum ceases to be present, the Chair of the Meeting must adjourn it.
- 32.2 The Chair of the Meeting may adjourn a General Meeting at which a quorum is present if:
- 32.2.1 that meeting consents to an adjournment; or
  - 32.2.2 it appears to him or her that an adjournment is necessary to protect the safety of any person attending that meeting or ensure that the business of that meeting is conducted in an orderly manner.
- 32.3 The Chair of the Meeting must adjourn a General Meeting if directed to do so by that meeting.
- 32.4 When adjourning a General Meeting, the Chair of the Meeting must:
- 32.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and
  - 32.4.2 have regard to any directions as to the time and place of any adjournment which have been given by that meeting.
- 32.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 32.5.1 to the same persons to whom notice of the Company's General Meetings is required to be given; and
  - 32.5.2 containing the same information which such notice is required to contain.
- 32.6 No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the relevant General Meeting if the adjournment had not taken place.

### **33 VOTING AT GENERAL MEETINGS: GENERAL**

- 33.1 A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- 33.2 On a vote on a resolution on a show of hands at a General Meeting every Member (whether present in person or by one or more proxies) has one vote.
- 33.3 On a vote on:
- 33.3.1 a resolution on a poll taken at a General Meeting; or
  - 33.3.2 a written resolution;
- every Member has one vote.

### **34 ERRORS AND DISPUTES**

- 34.1 No objection may be raised to the qualification of any person voting at a general meeting except at that meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at that meeting is valid.
- 34.2 Any objection pursuant to Article 34.1 must be referred to the Chair of the Meeting, whose decision is final.

### **35 POLL VOTES**

- 35.1 A poll on a resolution may be demanded:

- 35.1.1 in advance of the General Meeting where it is to be put to the vote; or
- 35.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 35.2 A poll may be demanded by:
  - 35.2.1 the Chair of the Meeting;
  - 35.2.2 the Directors;
  - 35.2.3 two or more persons having the right to vote on the relevant resolution; or
  - 35.2.4 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the relevant resolution.
- 35.3 A demand for a poll may be withdrawn if:
  - 35.3.1 the poll has not yet been taken; and
  - 35.3.2 the Chair of the Meeting consents to the withdrawal; but any such withdrawal shall not invalidate the result of a show of hands declared prior to the demand for a poll being made.
- 35.4 Polls must be taken immediately and in such manner as the Chair of the Meeting directs.

### **36 CONTENT OF PROXY NOTICES**

- 36.1 Proxies may only validly be appointed by a notice in Writing (a **“Proxy Notice”**) which:
  - 36.1.1 states the name and address of the Member appointing the proxy;
  - 36.1.2 identifies the person appointed to be the proxy and the general meeting in relation to which he or she is appointed;
  - 36.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - 36.1.4 is delivered to the Company in accordance with these articles and any instructions contained in the notice of the general meeting to which the Proxy Notice relates.
- 36.2 The Company may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.
- 36.3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 36.4 Unless a Proxy Notice indicates otherwise, it must be treated as:
  - 36.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the relevant general meeting; and
  - 36.4.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as that General Meeting itself.

### **37 DELIVERY OF PROXY NOTICES**

- 37.1 Any notice of a General Meeting must specify the address or addresses (the **“Proxy Notification Address”**) at which the Company will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form.
- 37.2 Subject to Articles 37.3 and 37.4, a Proxy Notice must be delivered to the Proxy Notification Address not less than 24 hours before the General Meeting or adjourned meeting to which it relates.
- 37.3 In the case of a poll taken more than 48 hours after it is demanded, a Proxy Notice must be delivered to the Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 37.4 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be delivered:
  - 37.4.1 in accordance with Article 37.2; or
  - 37.4.2 at the meeting at which the poll was demanded to the Chair, company secretary or any Director.

- 37.5 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.
- 37.6 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom, or on whose behalf, the Proxy Notice was given to the Proxy Notification Address.
- 37.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the General Meeting or adjourned General Meeting to which it relates.
- 37.8 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by evidence in Writing of the authority of the person who executed it to execute it on the person appointing the proxy's behalf.

## **38 WRITTEN RESOLUTIONS**

- 38.1 A resolution in writing agreed by a simple majority (or in the case of a Special Resolution, e.g. to change the Articles, 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 provided that:
- 38.1.1 a copy of the proposed resolution has been sent to every eligible Member;
- 38.1.2 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; and
- 38.1.3 it is contained in an authenticated document which has been received at the registered office within the period of twenty eight days beginning with the circulation date.
- 38.2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

## **39 AMENDMENTS TO RESOLUTIONS**

- 39.1 An Ordinary Resolution to be proposed at a General Meeting may be amended by Ordinary Resolution if:
- 39.1.1 notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before that meeting is to take place (or such later time as the Chair of the Meeting may determine); and
- 39.1.2 the proposed amendment does not, in the reasonable opinion of the Chair of the Meeting, materially alter the scope of the resolution.
- 39.2 Special Resolution to be proposed at a General Meeting may be amended by Ordinary Resolution if:
- 39.2.1 the Chair of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 39.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 39.3 If the Chair of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, his error does not invalidate the vote on that resolution.

## **40 MEANS OF COMMUNICATION TO BE USED**

- 40.1 Subject to the other provisions of these articles:
- 40.1.1 anything sent or supplied by or to the Company under these articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company;
- 40.1.2 under the provisions of the Act, the Company may make any documents or information authorised or required by any provision of these articles or the Act

to be sent or supplied by the Company to any Member available on a website; and

40.1.3 any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

40.2 A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent and for the specified time to be less than 48 hours.

40.3 Section 1147(5) of the Act shall not apply in relation to documents and information sent or supplied by the Company.

#### **41 COMPANY SEAL**

41.1 Any common seal (if any) may only be used by the authority of the Directors.

41.2 The Directors may decide by what means and in what form the seal is to be used.

41.3 Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, that document must also be signed by at least one Authorised Person in the presence of a witness who attests the signature.

#### **42 ACCOUNTS**

The Directors must keep accounting records and appoint auditors (or independent examiners if registered as a charity) to prepare accounts for each financial year as required by the Companies Acts and/or the Directors can act in accordance with the provisions of the Companies Act (Audit Exemption) Regulations 1994.

#### **43. RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts of the Company or any of them shall be open to the inspection of Members.

#### **44 DIRECTORS' INDEMNITY**

The Company may indemnify any Director against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Act.

#### **45 DISSOLUTION**

In the event of the winding up or dissolution of the Company, after the payment of all its debts and liabilities, any assets remaining shall not be paid to or distributed amongst the Members. Instead it shall be given or transferred to some other institution or institutions having objects similar to some or all of the objects of the Company, and which prohibits the distribution of its income and property amongst its or their Members to an extent at least as great as the distribution of the income and property of the Company is hereby prohibited. The body to which the surplus property is to be paid or transferred shall be determined by the Members in General Meeting or, if and so far as effect cannot be given to such provision, then to some charitable purpose.

