

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum and Articles of Association

Of

**Greener Kirkcaldy Ltd
Company No: SC371318**

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of Greener Kirkcaldy Ltd

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	Signature of each subscriber

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES of ASSOCIATION
of
GREENER KIRKCALDY LTD

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Name

1. The name of the company is "Greener Kirkcaldy Ltd".

Registered Office

2. The company's registered office is situated in Scotland.

Constitution of company

3. The model articles of association as prescribed in schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

Defined terms

4. In these articles of association, unless the context requires otherwise:-
 - (a) "Act" means the Companies Act 2006;
 - (b) "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
 - (c) "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - (d) "electronic form" has the meaning given in section 1168 of the Act;
 - (e) "OSCR" means the Office of the Scottish Charity Regulator;
 - (f) "property" means any property, heritable or moveable, real or personal, wherever situated; and
 - (g) "subsidiary" has the meaning given in section 1159 of the Act.
5. Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

6. The company has been formed to benefit the KY1 and KY2 postcodes of the Kirkcaldy area of Fife with the following objects:
 - (1) The advancement of community development, including the advancement of urban and rural regeneration.
 - (2) The advancement of environmental sustainability.

(3) The prevention or relief of poverty.

In furtherance of the stated objects, the company may engage in Fife wide activity through project development, networking opportunities and partnership working.

7. The company's objects are restricted to those set out in article 6 (but subject to article 8).
8. The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 6; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

9. In pursuance of the objects listed in article 6 (but not otherwise), the company shall have the following powers:-
 - (a) To undertake practical projects to promote community development and environmental sustainability and the prevention or relief of poverty.
 - (b) To provide advice and support to the local community.
 - (c) To design and distribute information and materials.
 - (d) To organise or participate in events to further the company's objects.
 - (e) To carry out any other activities which further any of the above objects.
 - (f) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company; acquire and hold shares in such companies; and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
 - (g) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.
 - (h) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
 - (i) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
 - (j) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
 - (k) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
 - (l) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
 - (m) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension

and/or other benefits for members of staff, ex-members of staff and their dependants.

- (n) To engage such consultants and advisers as are considered appropriate from time to time.
- (o) To effect insurance of all kinds (which may include officers' liability insurance).
- (p) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (q) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.
- (r) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- (s) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- (t) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (u) To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- (v) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity.
- (w) To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

Restrictions on use of the company's assets

10. (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in article 6).
- (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
- (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
- (d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

Liability of members

11. Each member undertakes that if the company is wound up while they are a member (or within one year after they cease to be a member), they will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
 - (a) payment of the company's debts and liabilities contracted before they cease to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

General structure

12. The structure of the company consists of:-
 - (a) the MEMBERS - comprising (i) Ordinary Members (who have the right to participate in the annual general meeting (and any other general meeting) and have important powers under the articles of association and the Companies Act; in particular, the Ordinary Members elect people to serve as directors and take decisions in relation to changes to the articles themselves), (ii) the Associate Members and (iii) the Junior Members
 - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

Categories of members

13. For the purposes of these articles:-
 - (a) "Ordinary Member" means a member who fulfils the qualifications set out in article 16
 - (b) "Associate Member" means a member admitted under article 17
 - (c) "Junior Member" means a member admitted under article 18
14. Associate Members and Junior Members are not eligible to vote at any general meeting.

Qualifications for membership

15. The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under the articles 21 and 22.
16. Ordinary Membership shall be open to any person aged 16 years or over who:
 - (a) is resident in the KY1 and KY2 postcodes of Fife; and
 - (b) supports the objects of the company.
17. Associate Membership shall be open to those individuals who are not resident in the KY1

and KY2 postcodes of Fife, but support the objects and activities of the company

18. Junior Membership shall be open to those individuals aged between 12 and 15 (whether or not they are resident in the KY1 and KY2 postcodes of Fife) who support the objects and activities of the company.
19. An individual, once admitted to Ordinary Membership, shall automatically default to an Associate Member if they cease to fulfil the qualifications for Ordinary Membership set out in article 16 (a).
20. Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

Application for membership

21. Any person who wishes to become a member must submit an application for membership, either in writing, signed by that individual or by way of an email issued by that individual; the application must specify the category of membership for which they are applying. The directors shall consider each application for membership and, within a reasonable time, notify the applicant of their decision on the application.
22. The directors may, at their discretion, refuse to admit any person to membership where they have reasonable grounds to believe that they might, if admitted to membership, act in a manner, which would damage the reputation of the company, undermine the efficiency of its operations and/or disrupt the proper conduct of its meetings. For the avoidance of doubt, when deciding whether to admit any individual or organisation to membership, the directors shall adhere to a transparent process, which enshrines the principles of equal treatment and non-discrimination.

Minimum number of members

23. The minimum number of members is 20; and at least three quarters of the members of the company should, at all times, be Ordinary Members.

Membership subscription

24. No membership subscription shall be payable.

Membership Re-registration

25. The directors may at any time request all members, or all members within a given category, to confirm that they wish to remain in membership of the company.
26. Any request under article 25 must be issued in writing (hard copy form or by email) and must refer to the possible consequences of failing to confirm, within the period allowed for under article 27.
27. If the company does not receive confirmation from any member, within eight weeks after the issue to that member of a request under article 25, that they wish to remain in membership of the company, the directors may, by resolution to that effect, expel that individual from membership without any requirement to follow the procedure referred to in article 32.

Arrangements involving the company's website

28. The directors may, if they consider appropriate, introduce arrangements under which an individual can apply for membership and confirm that they wish to remain a member by accessing the company's website (and, where applicable, links from the company's website), and completing and submitting forms electronically.
29. The directors shall ensure that any arrangements introduced under article 28 incorporate appropriate security measures and reserve the right for the company to request signed hard copy documentation and/or evidence of eligibility in any case where the directors consider that to be appropriate.

Register of members

30. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

31. Any person who wishes to withdraw from membership shall give the company notice to that effect, either in writing, signed by that person or by way of an email issued by that person; on receipt by the company of that notice, the person shall cease to be a member.

Expulsion from membership

32. Any person may be expelled from membership by special resolution (see article 45), providing the following procedures have been observed:-
 - (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
 - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

33. Membership shall cease on death.
34. A member may not transfer their membership to any other person.

General meetings (meetings of members)

35. The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
36. Not more than 15 months shall elapse between one annual general meeting and the next.
37. The business of each annual general meeting shall include:-
 - (a) a report by the chair on the activities of the company

- (b) consideration of the annual accounts of the company
 - (c) the election/re-election of directors, as referred to in articles 68 to 70.
38. The directors may convene an extraordinary general meeting at any time.
39. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

40. At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting.
41. The reference to "clear days" in article 40 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
42. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 45) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
43. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
44. Notice of every general meeting shall be given
- (a) in hard copy form
 - (b) in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
 - (c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

45. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 40 to 44; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
46. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,

- (a) to alter its name
 - (b) to alter any provision of these articles or adopt new articles of association.
47. For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 40 to 44.

Procedure at general meetings

48. The board may, if they consider appropriate (and must, if that is required under article 49) make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual links which allow them to hear and contribute to discussions at the meeting, providing:
- (a) the means by which members and directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent – for all, or a significant proportion, of the members - a barrier to participation;
 - (b) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and directors who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and directors (if any) who are attending in person (and vice versa).
49. If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the membership, the directors must make arrangements for members and directors to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in article 48 will apply.
50. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be:
- (a) four Ordinary Members; or
 - (b) (if this is a higher number than (a)) 5% of the total number of Ordinary Members comprised in the membership of the company at the time;
- in each case either present in person or represented by a proxy.
51. For the avoidance of doubt, Associate Members and Junior Members shall not be counted in determining whether a quorum is present at any general meeting.
52. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - 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 chairperson of the meeting.
53. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence,

- the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
54. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
 55. Every Ordinary Member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
 56. For the avoidance of doubt, Associate Members and Junior Members shall have no power to vote at general meetings, but they have the right to participate and speak at general meetings
 57. Any Ordinary Member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting):
 - (a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by them; or
 - (b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require)providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
 58. An instrument of proxy which does not conform with the provisions of article 57, or which is not lodged or sent in accordance with such provisions, shall be invalid.
 59. An Ordinary Member shall not be entitled to appoint more than one proxy to attend on the same occasion.
 60. A proxy appointed to attend and vote at any meeting instead of an Ordinary Member shall have the same right as the Ordinary Member who appointed them to speak at the meeting and need not be a member of the company.
 61. A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
 62. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
 63. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as Ordinary Members or proxies for Ordinary Members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
 64. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in

such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum and minimum number of directors

65. The maximum number of directors shall be twelve. The minimum number of directors shall be three.

Eligibility

66. A person shall not be eligible for election/appointment as a director unless they are a member of the company.

67. At any given time, directors who are also Ordinary Members must form a majority of the total number of directors in office.

Election, retiral, re-election

68. At each annual general meeting, the members may (subject to articles 66 and 67) elect any member (providing they are willing to act) to be a director.

69. The directors may at any time appoint any member (providing they are willing to act) to be a director (subject to articles 66 and 67).

70. At each annual general meeting:

- a) Any Director appointed under article 69 during the period since the preceding annual general meeting shall retire from office;
- b) Out of the remaining Directors, one third (to the nearest round number) shall retire from office.

The Directors to retire under paragraph b) of this article shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.

A Director who retires from office under this article shall be eligible for re-election.

Termination of office

71. A director shall automatically vacate office if:-

- (a) they cease to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
- (b) they become debarred under any statutory provision from being a charity trustee
- (c) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months
- (d) they cease to be a member of the company
- (e) they become an employee of the company

- (f) they resign office by notice to the company
- (g) they are absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove them from office
- (h) they are absent for more than half of the meetings of the directors annually, and the directors resolve to remove them from office
- (i) they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

Register of directors

72. The directors shall maintain a register of directors, setting out full details of each director, including the date on which they became a director, and also specifying the date on which any person ceased to hold office as a director.

Office bearers

73. The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.

74. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.

75. A person elected to any office shall cease to hold that office if they cease to be a director, or if they resign from that office by written notice to that effect.

Powers of directors

76. Subject to the provisions of the Act and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.

77. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

78. A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; they will be debarred (in terms of article 91) from voting on the question of whether or not the company should enter into that arrangement.

79. For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs **or** any firm of which they are a partner **or** any limited company of which they are a substantial shareholder or director (or any other party who/which is deemed to be connected with them for the purposes of the Act), has a personal interest in that arrangement.

80. Provided

- (a) they have declared their interest
- (b) they have not voted on the question of whether or not the company should enter into

the relevant arrangement and

(c) the requirements of article 82 are complied with,

a director will not be debarred from entering into an arrangement with the company in which they have a personal interest (or is deemed to have a personal interest under article 79) and may retain any personal benefit which they gain from their participation in that arrangement.

81. No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out their duties as a director.
82. Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then
 - (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - (b) the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
 - (c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
83. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at directors' meetings

84. Any director may call a meeting of the directors.
85. Directors are permitted to participate in a meeting of the directors by way of audio and/or audio-visual link(s); the directors must, in advance of the meeting, be provided with details of how to connect and participate via that link or links.
86. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
87. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be three.
88. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
89. Unless they are unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which they are present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
90. The directors may, at their discretion, allow any person whom they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of

doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.

91. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which they have a personal interest which conflicts (or may conflict) with the interests of the company; they must withdraw from the meeting while an item of that nature is being dealt with.
92. For the purposes of article 91, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of theirs **or** any firm of which they are a partner **or** any limited company of which they are a substantial shareholder or director, has a personal interest in that matter.
93. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
94. The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 91 to 93.

Conduct of directors

95. Each of the directors shall, in exercising their functions as a director of the company, act in the interests of the company; and, in particular, must
 - (a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects (as set out in article 6)
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
 - (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party
 - (i) put the interests of the company before that of the other party, in taking decisions as a director
 - (ii) where any other duty prevents them from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question
 - (d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees

96. The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
97. Any delegation of powers under article 96 may be made subject to such conditions as the directors may impose and may be revoked or altered.
98. The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

99. The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company.

Secretary

100. The directors may (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the such conditions of appointment shall be as determined by the directors; the company secretary may be removed by them at any time.

Minutes

101. The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

102. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
103. The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
104. No member shall (unless they are a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

Notices

105. Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by them to the company *or* (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
106. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
107. Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up

108. If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes.
109. To the extent that effect cannot be given to article 108, the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

110. Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which they may sustain or incur in connection with the execution of the duties of their office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by them in defending any proceedings (whether civil or criminal) in which judgement is given in their favour or in which they are acquitted **or** any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
111. The company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of their office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).