

THE COMPANIES ACT 2006

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

NORTHERN PHOENIX TRIALS CAR CLUB LTD

ARTICLES of ASSOCIATION

Registered in England and Wales

Company Number 6365923

12.12.2015



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Constitution of company

- 1 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

- 2 In these articles of association, unless the context requires otherwise:-
 - (a) “act” means the Companies Act 2006
 - (b) “articles” means the company’s articles of association;
 - (c) “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;
 - (d) “chairman” has the meaning given in article 56(a);
 - (e) “chairman of the meeting” has the meaning given in article 38A;
 - (f) “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
 - (g) “director” means a director of the company, and includes any person occupying the position of director, by whatever name called;
 - (h) “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
 - (i) “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
 - (j) “member” has the meaning given in section 112 of the Companies Act 2006;
 - (k) “ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;
 - (l) “participate”, in relation to a directors’ meeting, has the meaning given in articles 76A, 76B and 76C;
 - (m) “proxy notice” has the meaning given in article 41;
 - (n) “special resolution” has the meaning given in section 283 of the Companies Act 2006;
 - (o) “subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and
 - (p) “writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
 - (q) Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.



- 3 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

- 4 The company's objects are to promote, organise, run and participate in Sporting Trials for the benefit of the members of the Northern Phoenix Trials Car Club Ltd and to organise, run and participate in social, training, educational, promotional and other events and activities associated, related or incidental to Sporting Trials.
- 5 The company's objects are restricted to those set out in article 4 (but subject to article 6).
- 6 The company may add to, remove or alter the statement of the company's objects in article 4; 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.

Restricted powers

- 7 In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following restricted powers:
- (a) to promote the interests, both economically and socially, of the members and those involved therein by means of education, advertising, publicity, alliances or other means.
 - (b) to advance the welfare of, and provide support and protection for the members by assisting with debt and other financial problems and by helping to reduce overheads within the inter trading environment and on an individual basis.
 - (c) to apply to the Government, Local Government Authorities, the European Community, International Organisations, bodies corporate and others for and to accept grants of money and assistance with a view to promoting the Objects of the Company for the public benefit and to conform to any proper conditions upon which such grants and other payments are made.
 - (d) to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for promoting the Objects.
 - (e) to take and accept any gift of money, property or other assets (whether subject to any special trust or not) for the Objects.
 - (f) to borrow or raise money for the Objects on such terms and on such security as may be thought fit.
 - (g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
 - (h) to invest moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
 - (i) to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any



company or undertaking established with the intention of furthering its Objects and benefiting the Company.

- (j) to subscribe for, purchase or otherwise acquire and or sell any patent or other intellectual property rights in pursuance of the Objects of the Company and with the intention of directly benefiting the Company.
- (k) to purchase, take on lease or in exchange hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or other structures subject to such consents as may be required by law.
- (l) to enter into such contracts and take out such insurances as the Directors may deem expedient in the interests of the Company.
- (m) to adopt such means of making the Objects known as the directors may deem expedient and in particular by publicity in the press or through public meetings, lectures or otherwise by circulars, by publication of books and periodicals, making information available in electronically accessible form, and by granting rewards, scholarships and prizes.
- (n) to undertake and execute such charitable trusts as the Directors may consider appropriate pursuant to the Objects of the Company.
- (o) to engage and pay upon such reasonable and proper terms as may be thought fit any officer or other person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company and to reimburse the reasonable costs of travelling, accommodation, subsistence, conference and study expenses necessarily incurred in the course of employment by the Company or the provision of professional and other consultancy services.
- (p) to make any reasonable or necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants.
- (q) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the Company.
- (r) to amalgamate with any companies, institutions, societies or associations which shall have objects mainly or similar to those of the Company and which prohibit payment of any individual or profit to and the distribution of any of their assets amongst their members.
- (s) to make and alter such rules and regulations as may be requisite for the efficient management, development and administration of the Company.
- (t) to carry on any other activities which further any of the above objects.
- (u) 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

- 8
- (a) The income and property of the company shall be applied solely towards promoting the company's objects.
 - (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

- 9 Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she 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 he/she ceases to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

General structure

- 10 The structure of the company consists of:
- (a) the **Members** - who have the right to attend the annual general meeting (and any other general meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves;
 - (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.



Qualifications for membership

- 11 The members of the company shall comprise all current members of the Northern Phoenix Trials Car Club and such other persons as are admitted to membership under articles 14 to 16.
- 12 Subject to article 13, all persons aged 14 years and over are eligible for membership.
- 13 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

- 14 Any person who wishes to become a member must sign, and lodge with the company, a written application for membership; the application must be accompanied by a remittance to meet the annual membership subscription.
- 15 The directors may, at their discretion, refuse to admit any person to membership.
- 16 The directors shall normally consider each application for membership at the first directors' meeting which is held after receipt of the application (and accompanying remittance); the directors shall, within a reasonable time after the meeting, notify the applicant of its decision on the application and, if the decision was to refuse admission, shall return to the applicant the remittance lodged by him/her under article 14.

Membership subscription

- 17 Members shall be required to pay an annual membership subscription; subject to article 17B, the amount of the annual membership subscription shall be determined by the directors.
- 17A The annual membership subscriptions shall be payable on or before 31 January in each year.
- 17B The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of an ordinary resolution to that effect passed at an annual general meeting.
- 17C If the membership subscription payable by any member remains outstanding more than 12 weeks after the date on which it fell due, he/she shall automatically cease to be a member.
- 17D A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

- 18 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.



Withdrawal from membership

- 19 Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.

Expulsion from membership

- 20 Any person may be expelled from membership by special resolution (see article 33), 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

- 21 Membership shall cease on death.
- 22 A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

- 23 The directors shall convene an annual general meeting in each year.
- 24 Not more than 15 months shall elapse between one annual general meeting and the next.
- 25 The business of each annual general meeting shall include:
- (a) a report by the chairman on the activities of the company;
 - (b) consideration of the annual accounts of the company; and,
 - (c) the election/re-election of directors, as referred to in articles 51 to 53.
- 26 The directors may convene a general meeting at any time.
- 27 The directors must convene a 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

- 28 At least 14 clear days' notice must be given of any general meeting.
- 29 The reference to "clear days" in article 28 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.
- 30 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 33) (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.



- 31 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 32 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

- 33 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 any general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 28 to 32; 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.
- 34 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.
- 35 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 general meeting, providing proper notice of the meeting has been given in accordance with articles 28 to 32.

Procedure at general meetings

- 36 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for any general meeting shall be 15 individuals entitled to vote (each being a member or a proxy for a member).
- 37 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 chairman of the meeting.
- 38 The chairman shall (if present and willing to act as chairman) chair each general meeting; if the chairman is not present and willing to act as chairman within 15 minutes after the time at which the meeting was due to start:
- (a) the directors present, or



(b) if no directors are present, the meeting must appoint a director or member to chair the meeting and the appointment of the chairman of the meeting must be the first business of the meeting.

38A The person chairing the meeting in accordance with article 38 is referred to as “the chairman of the meeting”.

39 The chairman of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as he/she may determine.

40 Every 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.

41 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):

(a) shall lodge with the company, at the company’s registered office, a notice in writing (a proxy notice) in such form as the directors require, signed by him/her; 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, a proxy notice in such form as the directors require;

providing (in either case), the proxy notice 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).

42 A proxy notice which does not conform to the provisions of article 41, or which is not lodged or sent in accordance with such provisions, shall be invalid.

43 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

44 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.

45 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.

46 If there are an equal number of votes for and against any resolution, the chairman of the meeting shall not be entitled to a casting vote.

47 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 chairman (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for 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.



- 48 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairman may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Amendments to resolutions

- 48A An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 48B A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and,
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 48C If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

Number of directors

- 49 The minimum and maximum number of directors shall be 3 and 12 respectively, out of that number, no more than 2 shall be directors who were co-opted under the provisions of articles 53A and 53B.

Eligibility

- 50 A person shall not be eligible for election/appointment as a director under articles 51 to 53 unless he/she is a member of the company; a person appointed as a director under articles 53A and 53B need not, however, be a member of the company.
- 50A A person shall not be eligible for election/appointment as a director if he/she is an employee of the company.

Election, retiral, re-election

- 51 At each annual general meeting, the members may (subject to article 49) elect any member (providing he/she is willing to act) to be a director.
- 52 The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to article 49).
- 53 At the first annual general meeting, one third (to the nearest round number) of the directors (disregarding for this purpose those appointed under article 53A) shall retire from office; the question of which of them is to retire shall be determined by some random method.



Appointment/re-appointment of co-opted directors

- 53A In addition to their powers under article 52, the directors may (subject to article 49) at any time appoint any non-member of the company to be a director (providing he/she is willing to act) either on the basis that he/she has been nominated by a body with which the company has close contact in the course of its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors.
- 53B At each annual general meeting all of the directors appointed under article 53A shall retire from office but shall then be eligible for re-appointment under article 53A.
- 53AA At each annual general meeting (other than the first):
- (a) any director appointed under article 52 during the period since the preceding annual general meeting shall retire from office;
 - (b) out of the remaining directors disregarding for this purpose those appointed under article 53A, one third (to the nearest whole number) shall retire from office.
- 53AB The directors to retire under paragraph (b) of article 53AA 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.
- 53AC A director who retires from office under article 53 or 53AA shall be eligible for re-election.

Termination of office

- 54 A director shall automatically vacate office if:
- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;
 - (b) he/she becomes debarred under any statutory provision from being a charity trustee;
 - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
 - (d) (in the case of a director elected/appointed under articles 51 to 53) he/she ceases to be a member of the company;
 - (e) he/she becomes an employee of the company;
 - (f) he/she resigns office by notice to the company;
 - (g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office;
 - (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.



Register of directors

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

Office bearers

- 56 The directors may appoint from among themselves:
- (a) a director to chair their meetings. The person so appointed for the time being is known as the chairman;
 - (b) such other office bearers (if any) as they consider appropriate.
- 57 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, unless re-elected thereat for the ensuing year.
- 58 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

- 59 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.
- 60 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Members' reserve power

- 60A The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 60B No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Personal interests

- 61 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; he/she will be debarred (in terms of article 73) from voting on the question of whether or not the company should enter into that arrangement.
- 62 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 his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.
- 63 A director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to



have a personal interest under article 62) and may retain any personal benefit which he/she gains from his/her participation in that arrangement, provided:

- (a) he/she has declared his/her interest;
- (b) he/she has not voted on the question of whether or not the company should enter into the relevant arrangement; and,
- (c) the requirements of article 65 are complied with,

64 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 his/her duties as a director.

65 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).

66 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.

Directors' meetings

67 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

67A Notice of any directors' meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and,
- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

67B Notice of a directors' meeting must be given to each director, but need not be in writing.

67C Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.



- 68 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairman of the meeting shall have a casting vote.
- 69 No business shall be dealt with at a meeting of the directors unless a quorum is participating; the quorum for meetings of the directors shall equal half the number of directors appointed rounded-up to the next whole number or 3 whichever is the greater.
- 70 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.
- 71 Unless he/she is unwilling to do so, the chairman shall chair every directors' meeting at which he/she is present; if the chairman is unwilling to act as chairman 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 to chair the meeting.
- 72 The directors may, at their discretion, allow any person who 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.
- 73 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 74 For the purposes of article 73, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
- 75 A director shall not be counted in the quorum participating at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 76 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 73 to 75.

Participation in directors' meetings

- 76A Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 76B In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.



- 76C If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Conduct of directors

- 77 Each of the directors shall, in exercising his/her 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;
 - (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 him/her 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.

Delegation to sub-committees

- 78 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 chairman of the company (or the holder of any other post) such of their powers as they may consider appropriate. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 79 Any delegation of powers under article 78 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 80 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

- 81 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; at least one out of the two signatures must be the signature of a director.

Secretary

- 82 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 conditions of such appointment shall be as determined by the directors; the company secretary may be removed by them at any time.



Minutes

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

Accounting records and annual accounts

- 84 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 85 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.
- 86 No member shall (unless he/she is 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

- 87 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means and all members are deemed to have consented to communication 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 him/her to the company or may be given to the member by electronic means.
- 88 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.
- 89 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

- 90 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 furtherance of the objects of that body. For the avoidance of doubt, a body to which property is transferred under article 90 may be a member of the company.
- 91 To the extent that effect cannot be given to article 90 (as read with article 91), the relevant property shall be applied to some charitable purpose or purposes.



Indemnity

- 92 Every director or other officer of the company may 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 he/she may sustain or incur in connection with the execution of the duties of his/her 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 him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted **or** any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
- 93 The Company shall be entitled to purchase and maintain for any director or other officer 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 his/her 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).

