

COMPANIES ACT 2006

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

MEMORANDUM OF ASSOCIATION

OF

EMPLOYERS IN VOLUNTARY HOUSING LIMITED

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

Authentication of each subscriber

COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION

of

EMPLOYERS IN VOLUNTARY HOUSING LIMITED

PRELIMINARY

1. The Company's name is Employers in Voluntary Housing Limited ("the Company").

Registered Office

2. The Company's Registered Office is situated in Scotland.

INTERPRETATION AND LIMITATION OF LIABILITY

Definitions and Interpretation

- 3.1 In these articles, the following definitions apply throughout (unless the context requires otherwise):

"articles" means the Company's articles of association;

"Chair" means the Executive Committee Member appointed to hold the office of Chair in terms of articles 24.1 and 24.2;

"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;

"Executive Committee" means the committee comprising the Executive Committee Members;

"Executive Committee Member" means a director of the Company being a member of the Executive Committee, and includes any person occupying the position of director, by whatever name called;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"the Executive Committee" means the members from the time being of the Executive Committee hereby constituted to act as the Committee of Management or governing body of the Company;

"member" has the meaning given in section 112 of the Companies Act 2006;

"Objects" has the meaning given in article 5;

“Office Bearer” has the meaning given in articles 24.1 and 24.2;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“proxy notice” has the meaning given in articles 17 and 18;

“Secretary” means any person appointed to perform the duties of the company secretary of the Company;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006;

“Treasurer” means the Executive Committee Member appointed to hold the office of Treasurer in terms of articles 24.1 and 24.2; and

“Vice Chair” means the Executive Committee Member appointed to hold the office of Vice Chair in terms of articles 24.1 and 24.2.

- 3.2 Words importing one shall include all genders and the singular includes the plural and vice versa.
- 3.3 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Acts as in force on the date when these articles become binding on the Company. Any words or expressions defined in the Companies Acts shall, if not inconsistent with the subject or content, bear the same meaning in the articles.
- 3.4 These articles supersede any model articles contained within the Companies Acts or any regulations pertaining thereto.

Liability of members

- 4.1 The liability of members is limited.
- 4.2 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the property of the Company if it should be wound up while he/she or it is a member or within one year after he/she or it ceases to be a member (for whatever reason) for payment of the Company's debts and liabilities contracted before he/she or it ceases to be a member, and of the costs, charges and expenses of winding up.

Objects

5. The Objects are specifically restricted to the following:-
- 5.1 To make recommendations to members of the Company regarding conditions of service of employees, salary scales, staff recruitment and training and all other matters relating to the employment of staff by members of the Company and to represent the members of the Company in negotiations with employees and/or their Trade Union or other representatives regarding any matters referred to in this object.

- 5.2 To carry on any other trade or business whatever which can in the opinion of the Executive Committee be advantageously carried on in connection with or ancillary to any of the business of the Company.

Powers

6. The Company has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Company has power:-
- 6.1 to raise funds for the activities of the Company and to accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely, conditionally or in trust;
 - 6.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain, manage, operate and equip it for use;
 - 6.3 to construct, alter, improve, conserve and demolish any buildings or other property;
 - 6.4 to sell, lease, licence or otherwise dispose of all or any part of the property belonging to the Company to make grants or loans of money and to give guarantees;
 - 6.5 to borrow or raise money and to give in security the whole or any part of the property belonging to the Company for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
 - 6.6 to co-operate with charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 6.7 to establish, manage or support any charitable trusts, associations or institutions and to make donations for any charitable purposes;
 - 6.8 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Company;
 - 6.9 to set aside income as a reserve against future expenditure and to invest funds as may be considered appropriate which may be held in the name of a nominee Company under the instruction of the Executive Committee, and to dispose of, and vary such investments;
 - 6.10 to employ, contract with, train and pay such staff (whether employed or self-employed) as are necessary for carrying out the work of the Company;
 - 6.11 to establish, operate, acquire and administer any separate trading company or association;
 - 6.12 to enter into arrangements with any organisation, government or authority which may be advantageous for the Objects of the Company and to enter into any arrangement for co-operation with any organisation and to enter into contracts to provide services to or on behalf of others;
 - 6.13 to effect insurance of all kinds (which may include indemnity insurance for the Executive Committee and employees).

Application of income and property

- 7.1 The income and property of the Company shall be applied solely towards the promotion of the Objects.
- 7.2 An Executive Committee Member may benefit from trustee indemnity insurance cover purchased at the Company's expense.
- 7.3 No Executive Committee Member shall be appointed as a paid employee of the Company.
- 7.4 No benefit (whether in money or in kind) shall be given by the Company to any member or Executive Committee Member except the possibility of:-
- 7.4.1 repayment of out of pocket expenses to Executive Committee Members (subject to prior agreement by the Executive Committee); or
 - 7.4.2 payment of interest at a rate not exceeding the commercial rate on money lent to the Company by any member or Executive Committee Member; or
 - 7.4.3 payment of rent at a rate not exceeding the open market rent for property let to the Company by any member or Executive Committee Member; or
 - 7.4.4 the purchase of property from any member or Executive Committee Member provided that such purchase is at or below market value or the sale of property to any member or Executive Committee Member provided that such sale is at or above market value; or
 - 7.4.5 payment by way of any indemnity, where appropriate; or
 - 7.4.6 reasonable remuneration to any member or Executive Committee Member in return for specific services actually rendered to the Company (not being of a management nature normally carried out by a director of a company).
- 7.5 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Company. This does not prevent a member receiving a benefit from the Company in the capacity of a beneficiary of the Company.

MEMBERS

- 8.1.1 There shall be two classes of members, namely:-
- 8.1.1.1 Ordinary members: which class shall be open to statutory bodies, voluntary, community or housing organisations (whether incorporated or unincorporated). Each Ordinary Member shall have one vote at general meetings of the Company.
 - 8.1.1.2 Associate members; being open to individuals and commercial organisations and any other body (whether incorporated or unincorporated). Associate Members of the Company will not be entitled to vote at general meetings of the Company.

- 8.1.2 Any organisation or body applying for membership, and for so long as it remains a member, shall nominate in writing a person to act as its representative in applying for membership and in exercising the rights of membership on its behalf, with full power to such organisation at any time to recall its nomination and nominate a new representative. Such nominations may also provide for an alternate nominee to represent the organisation when the primary nominee is not available.
- 8.2 Applications for membership shall be in writing and signed by or on behalf of the applicants and accompanied by payment of the due subscription. The subscription for membership will be such sum as may be determined by the Executive Committee from time to time and may provide for different subscription rates for different classes of membership. Any member ceasing to be a member for any reason shall not be entitled to any refund of subscription.
- 8.3 Acceptance of any application for membership of the Company shall be entirely at the discretion of the Executive Committee. The Secretary shall, upon the due admission of any applicant by the Executive Committee or in accordance with such delegated procedure as the Executive Committee may from time to time authorise, enter the name of such applicant in the books of the Company and upon such entry such applicant shall become an Ordinary member or Associate member as appropriate.
- 8.4 Membership is not transferable.
- 8.5 The Executive Committee must keep a register of names and addresses of the members.

Termination of membership

9. Membership is terminated if:-
- 9.1 the member dies or, if it is an organisation, goes into receivership, liquidation, dissolves or otherwise ceases to exist;
- 9.2 it is intimated to the Secretary of a member's wish to resign membership, either immediately or with effect from any later date stated in the intimation;
- 9.3 the member is removed from membership by a resolution of the Executive Committee that it is in the best interests of the Company that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:-
- 9.3.1 the member has been given at least twenty-one days' notice in writing of the meeting of the Executive Committee at which the resolution will be proposed and the reasons why it is to be proposed;
- 9.3.2 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.
- 9.4 any annual subscription for membership due from the member to the Company is not paid in full within six months of it falling due.

General meetings

- 10.1 An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.
- 10.2 All general meetings other than annual general meetings shall be called extraordinary general meetings. It will be at the option of the Executive Committee to convene informal business meetings from time to time which will be open for attendance by the members of the Company. Such meetings will be specifically identified as "business meetings" and shall not comprise formal meetings of the membership of the Company in terms of these articles.
- 10.3 The Executive Committee may call a general meeting at any time.
- 10.4 The Executive Committee must call a general meeting within 28 days of a valid requisition. To be valid such requisition must be signed by not less than 10% of the members, must clearly state the purposes of the meeting and must be delivered to the registered office of the Company. The requisition may take the form of several documents in like form each signed by one or more members.

Notice of general meetings

- 11.1 The minimum period of notice required to hold a general meeting of the Company is twenty eight clear days.
- 11.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 11.3 The notice must specify the date, time and place of the meeting and the nature of the business to be transacted. The business of an annual general meeting shall include a report of the activities of the Company, the election of Executive Committee Members, receipt by the members of the accounts and the election of auditors (if auditors require to be appointed). If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 16.
- 11.4 The notice must be given to all the members and to the Executive Committee and auditors.
- 11.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company.

Proceedings at general meetings

- 12.1 No business shall be transacted at any general meeting unless a quorum is present.
- 12.2 A quorum is two Ordinary members or not less than one tenth of the total Ordinary membership at the time present in person or by proxy whichever is the greater. The authorised representative of a member organisation shall be counted in the quorum.
- 12.3 If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time, date and place as the Chair shall determine.
- 12.4 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

Chair at general meetings

- 13.1 General meetings shall be chaired by the Chair who has been appointed to chair meetings of the Executive Committee.
- 13.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, the Vice Chair shall chair meetings of the Executive Committee and in the absence of both the Chair and Vice Chair, an Executive Committee Member nominated by the Executive Committee shall chair the meeting.
- 13.3 If there is only one Executive Committee Member present and willing to act, he or she shall chair the meeting.
- 13.4 If no Executive Committee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Ordinary members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

Adjournment of general meetings

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

Voting at general meetings

- 15.1 Any vote at a meeting shall be decided by a show of hands of the Ordinary members unless before, or on the declaration of the result of, the show of hands a poll is

demanded:

- 15.1.1 by the person chairing the meeting; or
 - 15.1.2 by at least two Ordinary members present in person or by proxy and having the right to vote at the meeting; or
 - 15.1.3 by an Ordinary member or Ordinary members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 15.2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - 15.3 The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded.
 - 15.4 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - 15.5 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
 - 15.6 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - 15.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
 - 15.8 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - 15.9 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - 15.10 The poll must be taken within thirty days after it has been demanded.
 - 15.11 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - 15.12 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Members may appoint proxies

- 16. Every member shall be entitled to appoint a proxy but a member may not appoint more than one proxy to attend on the same occasion. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member to speak at the meeting. A proxy need not be a member of the Company.

Form of proxy (general)

- 17. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form, which is usual or which the Board may

approve):

***** (“the Company”)

I/We, _____, of _____, being an Ordinary member/members of the Company, hereby appoint _____ of _____, or failing him, _____ of _____ as my/our proxy to vote in my/our name(s) and on my/our behalf at the general meeting of the Company to be held on [date], and at any adjournment thereof. Signed on _____ [date]”.

Form of proxy (specific)

18. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

***** (“the Company”)

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

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

- Resolution No 1 * for * against
- Resolution No 2 * for * against

** Delete as appropriate*

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

Signed on _____ [date]”

Depositing a form of proxy

19. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Executive Committee shall:

19.1 be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours (excluding weekends and bank holidays) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- 19.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours (excluding weekends and bank holidays) before the time appointed for the taking of the poll; or
- 19.3 where the poll is not taken forthwith but is taken within 48 hours after it is demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting.

Expiry of proxies

20. An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting to which it relates. No instrument of proxy shall be valid after twelve months from the date of its execution except at an adjourned meeting or on a poll demanded at a meeting or adjourned meeting in cases where the meeting was originally held within twelve months from that date.

Notice of cessation of proxy's authority to be given to Company

21. A vote given or poll demanded by proxy shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the registered office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Written resolutions of the members

- 22.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 22.1.1 a copy of the proposed resolution has been sent to every eligible member;
- 22.1.2 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
- 22.1.3 it is contained in an authenticated document which has been received at the registered office of the Company within the period of 28 days beginning with the circulation date.
- 22.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

Votes of members

- 23.1 Every Ordinary member shall have one vote.

- 23.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 23.3 Any notice given to the Company will be conclusive evidence that a person being the representative of an Ordinary member is entitled to represent the organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the representative has been properly appointed by the organisation.

Office bearers

- 24.1 The appointment of office-bearers shall be made at a meeting of the Executive Committee held as soon as reasonable practicable after each annual general meeting.
- 24.2 The office-bearers for the Company shall be appointed from among the Executive Committee to hold the offices of:-
- 24.2.1 Chair
- 24.2.2 Vice Chair
- 24.2.3 Treasurer
- And such other office-bearers as the Company may from time to time decide by ordinary resolution at a general meeting.

Executive Committee

25. An Executive Committee Member must be a nominee of an Ordinary member and a natural person aged 16 years or older.
26. No one may be appointed an Executive Committee Member if he or she would be disqualified from acting under the provisions of article 35.
27. The Executive Committee shall consist of not less than two or more than fifteen in number or such other number as may be decided by ordinary resolution at a general meeting of the Company.
28. The members of the Executive Committee shall be elected by ballot from amongst the Ordinary members of the Company.

Powers of Executive Committee

- 29.1 The Executive Committee shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 29.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee.
- 29.3 Any meeting of the Executive Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Executive Committee.

Retirement of Executive Committee Members

30. At each annual general meeting one-third of the Executive Committee or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office (but shall be eligible for re-election).
- 30.1 The Executive Committee Members to retire by rotation shall be those who have been longest in office since their last appointment. If any Executive Committee Members became or were appointed Executive Committee Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 30.2 If an Executive Committee Member is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.
- 30.3 Within the membership limits prescribed by article 27, the Executive Committee may appoint additional persons being nominees of Ordinary members to fill casual vacancies, who will have full voting rights. A person appointed to fill a casual vacancy cannot be appointed as an Office Bearer in terms of articles 24.1 and 24.2. Such appointed members shall hold office until the next annual general meeting of the Company, when they shall be subject to election as provided in article 32.2.
- 30.4. The Executive Committee may also co-opt not more than two additional persons, who shall be supernumerary to the numbers prescribed in article 27, who shall hold office for such period as the Executive Committee may think appropriate, and whose co-options shall be reviewed annually by the Executive Committee as soon as reasonably practicable after each annual general meeting of the Company. A person co-opted in terms of this article cannot be appointed as an Office Bearer in terms of articles 24.1 and 24.2 and shall not be eligible to vote on any resolution of the Executive Committee relating to the appointment of Office Bearers or relating to membership of the Company.

Appointment of Executive Committee Members

31. The Company may by ordinary resolution appoint a nominee of an Ordinary member who is willing to act to be an Executive Committee Member.
32. No person other than an Executive Committee Member retiring by rotation may be appointed an Executive Committee Member at any general meeting unless:
- 32.1 he or she is recommended for election by the Executive Committee; or
- 32.2 not less twenty eight days before the date of the meeting, the Company is given a notice that:
- 32.2.1 is signed by a member entitled to vote at the meeting;
- 32.2.2 states the member's intention to propose the appointment of a person as an Executive Committee Member; and

32.2.3 is signed by the person who is to be proposed to show his or her willingness to be appointed.

33. If at the annual general meeting the number of persons seeking election as Executive Committee Members is less or equal to the number of vacancies on the Executive Committee they will be deemed elected without a vote. If there are more persons standing for election than there are vacant places then an election by ballot at the annual general meeting shall proceed.

Disqualification and removal of Executive Committee Members

34. An Executive Committee Member shall be ineligible and disqualified from being an Executive Committee Member or shall cease to hold such office if he or she:
- 34.1 is prohibited from being a director of a limited company by virtue of any provision in the Companies Acts;
 - 34.2 has received payment within the last ten years from any Registered Social Landlord in Scotland or from any Registered Provider or similar status organisation elsewhere in the United Kingdom (for which purpose payment shall include any payment as an employee, consultant, advisor, agent or in any other similar capacity);
 - 34.3 ceases to be a nominee of an Ordinary member or his/her nominator organisation ceases to be an Ordinary member of the Company;
 - 34.4 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;
 - 34.5 resigns as an Executive Committee Member by notice to the Company;
 - 34.6 is absent without the permission of the Executive Committee from four consecutive meetings and the Executive Committee resolve that his or her office be vacated;
 - 34.7 is required to resign from office by written notice signed by a majority of the remaining Executive Committee Members (excluding the Executive Committee Member in question); or
 - 34.8 becomes an employee of the Company; or
 - 34.9 is removed from office by ordinary resolution (special notice having been given) in pursuance of Section 168 of the Companies Act.

Remuneration of Executive Committee Members

35. The Executive Committee Members must not be paid any remuneration by the Company other than as permitted in terms of article 7.4.

Proceedings of Executive Committee Members

- 36.1 The Executive Committee may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 36.2 At least two Executive Committee Members may call a meeting of the Executive Committee.

- 36.3 The Secretary (if any) must call a meeting of the Executive Committee if requested to do so by at least two Executive Committee Members.
- 36.4 Notice of any meeting of the Executive Committee must indicate its proposed date and time, where it is to take place and if it is anticipated that the Executive Committee Members 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.
- 36.5 Questions arising at a meeting shall be decided by a majority of votes.
- 36.6 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 36.7 A meeting may be held by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all the other participants.
- 36.8 The Executive Committee shall have power to set up Fund Raising, Audit and Compliance, Remuneration, and Nominations and Support committees and such other committees, and working groups as it may think appropriate from time to time, and may determine their terms of reference, powers, duration and composition, and such committee or groups shall be given power to co-opt such additional members as the Executive Committee may determine.
- 36.9 The Executive Committee (and likewise any subsidiary committee or group) shall have the power to invite to its meetings, assessors or other representatives from professional or statutory bodies. Such assessors or representatives may join in the deliberations of the meeting but shall have no voting rights.

Decisions made

- 37.1 No decision may be made by a meeting of the Executive Committee unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Executive Committee in which a participant or participants may communicate with all the other participants.
- 37.2 The quorum for meetings of the Executive Committee shall be five.
- 37.3 An Executive Committee Member shall not be counted in the quorum present when any decision is made about a matter upon which that an Executive Committee Member is not entitled to vote.
- 37.4. If the number of Executive Committee Members is less than the number fixed as the quorum, the continuing Executive Committee Members or Executive Committee Member may act only for the purpose of filling vacancies or of calling a general meeting.

Chair at Executive Committee Meetings

- 38.1 If no-one has been appointed to chair meetings of the Executive Committee or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, and the Vice Chair appointed is unwilling to preside or

is not present within ten minutes after the time appointed for the meeting, the Executive Committee Members present may appoint one of their number to chair that meeting.

- 38.2 The person appointed to chair meetings of the Executive Committee shall have no functions or powers except those conferred by the articles or delegated to them by the Executive Committee.

Written resolutions by the Executive Committee Members

- 39.1 A resolution in writing or in electronic form agreed by all of the Executive Committee Members entitled to receive notice of a meeting of Executive Committee or of a committee of Executive Committee Members and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) a committee of Executive Committee Members duly convened and held.
- 39.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Executive Committee Members has signified their agreement.

Delegation

- 40.1 The Executive Committee may delegate any of their powers or functions to an individual Executive Committee Member or a committee of two or more Executive Committee Members but the terms of any delegation must be recorded in writing.
- 40.2 The Executive Committee may impose conditions when delegating.
- 40.3 The Executive Committee may revoke or alter a delegation.
- 40.4 All acts and proceedings of any delegated individual or any committee must be fully and promptly reported to the Executive Committee.

Declaration of Executive Committee Members' interests

41. An Executive Committee Member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. An Executive Committee Member must absent himself or herself from any discussions of the Executive Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests

- 42.1 If a conflict or potential conflict of interests arises for an Executive Committee Member because of a duty of loyalty owed to another organisation or person and the conflict is

not authorised by virtue of any other provision in the articles, the unconflicted Executive Committee Members may authorise such a conflict of interests where the following conditions apply:

- 42.1.1 the conflicted Executive Committee Member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 42.1.2 the conflicted Executive Committee Member does not vote on any such matter and is not to be counted when considering whether a quorum of Executive Committee Members is present at the meeting; and
 - 42.1.3 the unconflicted Executive Committee Member consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.
- 42.2 Provided that (a) he/she has made such disclosure and (b) the Executive Committee have accepted the same, an Executive Committee Member notwithstanding his/her office:
- 42.2.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - 42.2.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise interested;
 - 42.2.3 shall not, by reason of his/her office, be accountable to the Company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
 - 42.2.4 shall not be in breach of duty in respect of conflict of interest if he/she receives confidential information from a third party and does not disclose this to the Company or use it for the Company's benefit or sanctions a conflict that might arise as a result of an Executive Committee Member's involvement with another body in the same group as the Company.

Executive Committee Members' Duties

- 43. Each of the Executive Committee Members shall, in exercising his/her functions as an Executive Committee Member of the Company, act in the interests of the Company; and, in particular, must
 - 43.1 seek, in good faith, to ensure that the Company acts in a manner which is in accordance with their powers in terms of these articles
 - 43.2 seek to promote the success of the business
 - 43.3 exercise independent judgement
 - 43.4 exercise reasonable care, skill and diligence

- 43.5 seek the consent of the Executive Committee where there is an actual or potential conflict of interest
- 43.6 in circumstances giving rise to the possibility of a conflict of interest between the Company and any other party
- 43.6.1 put the interests of the Company before that of the other party, in taking decisions as an Executive Committee Member
- 43.6.2 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 Executive Committee Members with regard to the matter in question

Execution of formal documents

44. Every formal document shall be signed by one Executive Committee Member or the Secretary (if any) or one duly authorised signatory signing before one witness or otherwise by two Executive Committee Members or by one Executive Committee Member and the secretary (if any) or by two duly authorised signatories or by affixing the seal and countersigning by an Executive Committee Member and the Secretary (if any) or by a second Executive Committee Member.

Minutes

45. The Executive Committee must keep minutes of all:
- 45.1 appointments of officers made by the Executive Committee;
- 45.2 proceedings at meetings of the Company;
- 45.3 meetings of the Executive Committee and committees of Executive Committee Members including:
- 47.3.1 the names of the Executive Committee Members present at the meeting;
- 47.3.2 the decisions made at the meetings; and
- 47.3.3 where appropriate the reasons for the decisions.

Accounts

- 46.1 The Executive Committee must prepare for each financial year accounts as required by the Companies Acts . The accounts must be prepared to show a true and fair view and follow any relevant accounting standards and adhere to the recommendations of applicable Statements of Recommended Practice. The Executive Committee shall be entitled to apply any exemption from the requirement to have the accounts audited.
- 46.2 The Executive Committee must keep accounting records as required by the Companies Acts.

Means of communication to be used

47. Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
48. Subject to the articles, any notice or document to be sent or supplied to an Executive Committee Member in connection with the taking of decisions by the Executive Committee may also be sent or supplied by the means by which that Executive Committee Member has asked to be sent or supplied with such notices or documents for the time being.
49. Any notice to be given to or by any person pursuant to the articles:
- 49.1 must be in writing; or
- 49.2 must be given in electronic form.
- 50.1 The Company may give any notice to a member either:
- 50.1.1 personally; or
- 50.1.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- 50.1.3 by leaving it at the address of the member; or
- 50.1.4 by giving it in electronic form to the member's address.
- 50.2 A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company.
51. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 52.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 52.2 Proof that an electronic form of notice was given shall be conclusive where the Company can demonstrate that it was properly addressed and sent, in accordance with Section 1147 of the Companies Act 2006.
- 52.3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 52.3.1 48 hours after the envelope containing it was posted; or
- 52.3.2 in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

- 53.1 The Company shall indemnify any Executive Committee Member against any liability incurred by them in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 53.2 In this article a "Executive Committee Member" means any Executive Committee Member or former Executive Committee Member of the Company.

Rules

54. The Executive Committee may from time to time make such reasonable and proper policies, rules or as they may deem necessary or expedient for the proper conduct and management of the Company. No such policy or rule shall be inconsistent with, or such alter or repeal anything contained in the articles.

Dissolution

- 55.1 If on the winding-up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the members of the Company but shall be transferred to some other body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the Objects of the Company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as do these articles.
- 55.2 The body or bodies to which property is transferred under article 55.1 shall be determined by the members of the Company at or before the time of dissolution or, failing such determination and approval, by such court as may have or may acquire jurisdiction.