

Companies Act 2006

Company Limited by Guarantee

EXTRACT RESOLUTIONS
OF
BANCHORY & DISTRICT INITIATIVE LIMITED (NO: SC 268718)

At an Extraordinary General Meeting of the Company held at Banchory Museum, Bridge Street on 11th March 2010 at 8-10pm, the members of the above Company passed the following SPECIAL RESOLUTIONS:

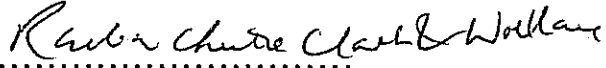
RESOLUTION

That the Company become a registered charity.

RESOLUTION

The Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board


.....
Company Secretary

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

Of BANCHORY & DISTRICT INITIATIVE LIMITED

Approved by special resolution dated 11 March 2010

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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) "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) “CIT(S)A” means the Charities and Trustee Investment (Scotland) Act 2005.

(e) “electronic form” has the meaning given in section 1168 of the Act;

(f) “OSCR” means the Office of the Scottish Charity Regulator;

(g) “property” means any property, heritable or moveable, real or personal, wherever situated; and

(h) “subsidiary” has the meaning given in section 1159 of the Act.

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 the benefit of the inhabitants of Banchory and surrounding areas, for charitable purposes, to:

1. advance community involvement and citizenship by creating and encouraging opportunities for active volunteering within the organisation and general community;
2. advance community development by providing means for community involvement in decision making concerning Banchory’s future development and supporting directly or indirectly the enhancement of community organisations and the pursuit of Banchory and district renewal.
3. identify, develop and support initiatives to improve environmental issues arising in Banchory and surrounding areas through pollution minimising projects, enhancing sustainable waste management for the community and advancing the protection and conservation of the local built and natural environment;
4. raise public awareness of all aspects of local culture and to support and develop projects which protect, preserve and restore local heritage.
5. identify, develop and support initiatives, and to work in partnership with all other agencies and bodies operating in the area (public, private and voluntary), in order to promote, support and advance the health and well-being of all residents of Banchory and surrounding areas, and to work in partnership to support any training and educational initiatives.
6. identify, develop and support initiatives which address the specific needs of older people, young people and of those with disabilities or other specific needs living within Banchory and surrounding areas;
7. promote, provide and develop recreational facilities in the town and environs for the whole community.

5 The company’s objects are restricted to those set out in article 4 (but subject to article 6).

6 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 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.

Powers

7 In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:-

- a)
 - (i) To identify, develop, support, lead and create a variety of community, environmental, cultural, heritage, recreational, leisure, health, educational, accessible and inclusive projects within Banchory and surrounding areas;
 - (ii) To undertake any activity or to support any activity that promotes and advances the health, education, well-being and active citizenship of all residents of Banchory and surrounding areas;
 - (iii) To work with all agencies, organisations, businesses and bodies operating within Banchory and surrounding areas and environs to further any of the above objects.
- (b) To carry on any other activities which further any of the above objects.
- (c) To establish, promote and support 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.
- (d) 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.
- (e) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- (f) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- (g) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- (h) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- (i) 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.
- (j) 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.
- (k) To engage such consultants and advisers as are considered appropriate from time to time.

- (l) To effect insurance of all kinds (which may include officers' liability insurance), subject to any restrictions of CIT(S)A.
- (m) 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).
- (n) 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.
- (o) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- (p) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- (q) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (r) To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- (s) 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.
- (t) 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 (as set out in article 4).
- (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 extraordinary 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 consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 14 to 16.

12 Membership shall be open to

(a) The subscribers to the memorandum of association and such other persons who may be proposed for membership by any of the directors at a meeting of the directors, sign an application form and pay any fees and subscriptions as the directors may from time to time prescribe, and as the directors within their absolute discretion shall admit to membership, shall be members of the Association Provided always that membership shall be open irrespective of sex, political opinion, nationality, religion or race to:

(b) individuals aged 18 years or over and who live within the area of benefit as mentioned in the objects of the Association,

(c) individuals aged 18 years or over who live outside the area of benefit, who shall be known as 'associate members', but shall not have the right to vote at general meetings of the Association,

(d) individuals aged under 18 years living within or without the area of benefit, who shall be known as 'junior members', subject to such conditions as the directors may decide from time to time, but shall not have the right to vote at general meetings of the Association.

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.

15 The directors may, at their discretion, refuse to admit any person to membership.

16 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

Membership subscription

17 No membership subscription shall be payable.

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 (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.

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 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 51 to 53.

26 The directors may convene an extraordinary general meeting at any time.

27 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

28 At least 14 clear days' notice must be given of an annual general meeting or extraordinary 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 30) (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; any other general meeting shall be called an extraordinary general meeting.

32 Notice of every general meeting shall be given

(a) in hard copy form or,

(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 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 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 extraordinary 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 a general meeting shall be ten 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 chairperson of the meeting.

38 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.

39 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.

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 written instrument of proxy (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, 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).

42 An instrument of proxy which does not conform with 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 chairperson 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 chairperson (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 chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum number of directors

49 The maximum number of directors shall be 20.

Eligibility

50 A person shall not be eligible for election/appointment as a director unless he/she is a member 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 each annual general meeting, fifty percent of the directors shall retire from office - but shall then be eligible for re-election. Should the number of directors be uneven then the nearest whole number below 50% shall retire.

Termination of office

54 A director shall automatically vacate office if he/she:-

- (a) becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- (b) becomes prohibited by law from being a director; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (d) resigns his/her office by notice in writing to the Company; or
- (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in other manner required by the Act or in terms of these Articles; or
- (f) has been convicted of:-
 - (i) an offence involving dishonesty,
 - (ii) an offence under this CIT(S)A.; or
- (g) has been removed, under section 7 of the Law Reform (Miscellaneous Provisions)(Scotland) Act 1990 (c.40) or section 34 of CIT(S)A, from being concerned in the management or control of any body; or
- (h) has been removed from the office of charity trustee or trustee for a charity by an order made:-
 - (i) by the Charity Commissioners for England and Wales under section 18(2)(i) of the Charities Act 1993 (c.10), section 20(1A)(i) of the Charities Act 1960 (c.58) or section 20(1) of that Act (as in force before the commencement of section 8 of the Charities Act 1992 (c.41)), or
 - (ii) by Her Majesty's High Court of Justice in England

on the grounds of any misconduct in the administration of the charity for which the person was responsible or to which the person was privy, or which the person's conduct contributed to or facilitated; or
- (i) is subject to a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 (c.46) or the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I.2002/3150); or
- (j) 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; or

- (k) 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.

Officebearers

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

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

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.

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 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,

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.

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.

Procedure at directors' meetings

67 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.

68 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.

69 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 two.

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 chair of the company shall preside as chairperson at every directors' meeting at which he/she is 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.

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 present 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.

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 (as set out article 4)
- (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 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
- (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

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 chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.

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 shall (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

83 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

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. Subject to any reasonable restriction as to the time and manner of inspecting the same, the accounts and books of the company or any of them shall be open to inspection by the members.

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; 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* (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.

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 a charitable purpose or charitable purposes.

91 For the avoidance of doubt, a body to which property is transferred under article 90 may be a member of the company.

92 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

93 (1) Subject to the terms of the Act and CIT(S)A and without prejudice to any indemnity to which a Relevant Officer is otherwise entitled, each Relevant Officer of the Company may be indemnified out of the Company's assets against all losses or liabilities which he or she or they may respectively sustain or incur:

- (a) in or about the execution of the duties of his office or otherwise in relation thereto,
- (b) in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an Associated company,
- (c) any other liability incurred by that director as an officer of the Company or any Associated Company

(2) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this Article and Article 93:

- (a) companies are "Associated" if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "Relevant Officer" means any Director or secretary, or former Director or secretary, of the Company or an Associated Company.

{ TC "0 INSURANCE" \11 }Insurance

94 (1) The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any Relevant Officer or Employee in respect of any Relevant Loss.

(2) In this Article:

(a) a “Relevant Officer or Employee” means any Director, secretary or employee, or former Director, secretary or employee, of the Company or an Associated Company; and

(b) a “Relevant Loss” means any loss or liability which has been or may be incurred by a relevant officer or employee in connection with that officer’s or employee’s duties or powers in relation to the Company, any Associated Company or any pension fund or employees’ Share scheme of the Company or Associated Company.