

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
THE CONSORTIUM OF LESBIAN, GAY, BISEXUAL AND
TRANSGENDER VOLUNTARY & COMMUNITY ORGANISATIONS
Company Number: 03534603
Charity Number: 1105502
(Adopted by special resolution passed on _____ 2024)

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Company number 03534603

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(the "Company")

(as adopted by special resolution on _____ 2024)

INTERPRETATION

1. In these Articles:
 - a. "the Acts" means the Companies Acts as defined in section 2 of the Companies Act 2006, in so far as they apply to the Company;
 - b. "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect;
 - c. "the seal" means the common seal of the Company;
 - d. "Secretary" means any person appointed to perform the duties of the Secretary of the Company;
 - e. Directors of the Company are also Trustees of the Charity; and
 - f. "the United Kingdom" means Great Britain and Northern Ireland.
2. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, online media and other modes of representing or reproducing words in a visible form.
3. Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Acts.

NAME

4. The name of the Company is THE CONSORTIUM OF LESBIAN, GAY, BISEXUAL AND TRANSGENDER VOLUNTARY & COMMUNITY ORGANISATIONS.

REGISTERED OFFICE

5. The registered office of the company will be situated in England.

OBJECTS

6. The objects of the Company are:
 - a. To promote the lesbian, gay, bisexual and transgender voluntary sector for the public benefit by:
 - i. associating voluntary organisations, governmental, public and private bodies to develop and maximise the effectiveness of voluntary organisations run by and for lesbians, gay men, bisexual and transgender people
 - ii. promoting good practice within member organisations
 - b. To promote equality and diversity in the United Kingdom and in particular the elimination of discrimination on the grounds of sexual orientation or gender identity for the benefit of the public by:
 - i. raising awareness of all aspects of discrimination in society by publications, lectures, media, public advocacy and other means of communication
 - ii. conducting or commissioning research on equality and diversity and publishing the results of the same to the public

- iii. advancing education in equality and diversity whether by teaching or producing materials
- iv. cultivating a sentiment in favour of equality and diversity by the use of publications, codes of practice, schemes for employers, award schemes, the media and public advocacy

POWERS

7. In furtherance of these objects but not further or otherwise the Company shall have the following powers:
- a. To raise funds and 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 activity in raising funds for its objects;
 - b. To purchase, lease, hire or otherwise acquire and to sell, let, mortgage, dispose of, turn to account and subject to such consents as may be required by law from time to time otherwise deal with real and personal property and any rights or privileges to promote the object of the Company and to maintain, construct, alter, pull down and convert buildings for the purposes of the Company;
 - c. To create such advisory committees, formed from the Membership of the Company, as the Directors see fit. Where such advisory committees exist, Directors shall take into account the views of these advisory committees in the decision-making processes;
 - d. To purchase, acquire or undertake all or any of the property, liabilities and engagements of charitable organisations and institutions with which the Company may co-operate or federate and to undertake and execute any charitable trusts;
 - e. To co-operate with manufacturers, dealers, traders, the press and other sources of publicity for the purpose of promoting the objects of the Company;
 - f. To take and accept any gifts of property of any description whether subject to any special trusts or not, for the purposes of the Company;
 - g. To make and award grants; and
 - h. Subject to such consents as may be required by law from time to time:
 - i. to borrow or raise money and to execute and issue security as the Company shall think fit including mortgages, charges or securities over the whole or part of its assets, present or future;
 - ii. To invest the monies of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, but so that the Company shall have no power to grant loans by way of investment otherwise than at a commercial rate of interest and upon security bearing at least the full value of the loan;
 - iii. To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments, for the purpose of or in connection with the objects of the Company;
 - iv. As employers of staff to make all reasonable and necessary provision for the payment of superannuation and pensions to or on behalf of employees and their dependants;
 - v. To pay out of the funds of the Company the costs of forming and registering the Company;
 - vi. To do all such other lawful things as shall further the attainment of the objects of the Company PROVIDED THAT:
 - 1. In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts;
 - 2. The Company's objects shall not extend to the regulation of relations between

employees or organisations of employees and employers or organisations of employers; and

3. In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Members of the Council of Management or Governing Body and Members of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commission over such Members of the Council of Management or Governing Body and Members of the Company, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

INCOME AND PROPERTY

8. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Council of Management or Governing Body shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company, PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:
 - a. of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Council of Management or Governing Body) for any services rendered to the Company, and to any member of the Council of Management or Governing Body being a solicitor or other person engaged in any profession who shall be entitled to charge and be paid all usual professional or other charges for work done by them or their firm when instructed by the Council of Management or Governing Body to act in a professional capacity on behalf of the Company;
 - b. of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any Member of the Company or Council of Management or Governing Body;
 - c. to any member of its Council of Management or Governing Body of reasonable out-of-pocket expenses; and
 - d. to a company of which a member of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.

LIABILITY

9. The liability of the Members is limited.

DISSOLUTION

10. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up during the Member's period of Membership or within one year afterwards for payment of the debts and liabilities of the Company contracted before the Member ceases to be a Member and of the costs, charges and expenses of winding up the same and for the adjustment of the

rights of the contributories amongst themselves such amount as may be required not exceeding in the case of any Member the sum of £1.

11. If upon the winding up or dissolution of the Company there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among any member of its Council of Management or Governing Body but shall be given or transferred to some other charity having objects similar to those of the Company and which shall be established for charitable purposes only and which shall prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Company by Article 7 hereof such charity to be determined by the Members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

ACCOUNTS

12. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Company. Subject to any reasonable restrictions that may be imposed in accordance with regulations of the Company for the time being the accounts shall be open to the inspection of the Members at least once in every year. The accounts of the Company shall be audited and the correctness of the balance sheet ascertained by a properly qualified auditor.

MEMBERS

13. The Company is established for the purposes expressed in these Articles of Association.
14. Membership is open to organisations who:
 - a. Apply to the charitable company in the form required by the Directors; and
 - b. Are approved by the Directors.
15. The Directors may only refuse an application for membership if:
 - a. Acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
 - b. The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - c. The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations shall be notified to the applicant in writing but shall be final.
16. Membership is not transferable.
17. A member shall cease to be a Member of the Company:
 - a. (if a corporation) upon its having a winding up resolution passed or winding up petition presented or a receiver being appointed of any of its assets or its ceasing to be registered as a Charity;
 - b. upon giving notice in writing to the Company resigning from membership;
 - c. upon a two-thirds majority of the Directors of the Company giving the Member notice requiring the Member to resign from membership; and
 - d. (if an individual) upon dying, becomes of unsound mind, or bankrupt, or compounding with creditors or ceasing to be the nominated representative of a member organisation.

CLASSES OF MEMBERSHIP

18. The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of Members.
19. The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
20. The rights attached to a class of membership may only be varied if:
 - a. Three-quarters of the Members of that class consent in writing to the variation; or
 - b. A special resolution is passed at a general meeting of the Members of that class agreeing to the variation.
21. The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members.

REGISTERS

22. The Directors shall cause the following registers to be kept at the Registered Office of the Company:
 - a. a Register of Members;
 - b. a Register of Directors;
 - c. a Register of the interests of the Directors in debentures of the Company or its associated Companies; and
 - d. such other registers as are required to be kept by the Company under applicable laws or the directors resolve to keep.
23. The Directors shall cause such Registers as are kept under the provisions of Article 22 hereof to be completed and made available for inspection in accordance with the provisions of the Acts.

GENERAL MEETINGS

24. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the company and that of the next Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and in such manner as the Directors shall appoint.
25. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
26. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Acts. If at any time there are not within the United Kingdom sufficient Directors capable of forming a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors. 15% of the membership by petition may convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

27. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called

by twenty-one clear days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen clear days' notice in writing at the least. The notice shall specify the manner of meeting, the day and the hour of meeting and, in case of special business, the general nature of that business. It shall be given, to such persons as are, under the Articles of the Company, entitled to receive such notice from the Company provided always that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- a. in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- b. in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting.

28. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

29. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the ratification of Directors and the appointment of, and the fixing of, the remuneration of the Auditors.

30. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three Members or 1/10th of the membership whichever is the greater present in person or by proxy shall be a quorum

- a. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

31. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time, or to such other day and at such other time as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

32. The Chairperson, if any, of the Board of Directors shall preside as Chairperson at every General Meeting of the Company, or if there is no such Chairperson, or if the Chairperson shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be Chairperson of the meeting.

33. If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairperson of the meeting.

34. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place when a meeting is adjourned for thirty days or more, notice of the adjourned

meeting shall be given as in the case of an original meeting Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- a. The chair of the meeting may adjourn a general meeting at which a quorum is present if a) the meeting consents to an adjournment, or b) it appears to the chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

35. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded
 - a. by the Chairperson; or
 - b. by at least two Members present in person or by proxy; or
 - c. by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
36. Unless a poll be so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
37. The demand for a poll may be withdrawn.
38. Except as provided in Article 37 if a poll is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
39. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
40. A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
41. Subject to the provisions of the Acts a resolution in writing signed by or on behalf of all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.
42. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the results of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairperson of the Meeting, be of sufficient magnitude to vitiate the result of the voting.

VOTES OF MEMBERS

43. Every Member shall have one vote.

44. On a poll, votes may be given either personally or by proxy.
45. The instrument appointing a proxy shall be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company.
46. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
47. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"I/We of _____ in the County of _____, being a Member/ Members of the above-named Company, hereby appoint _____ of _____, or failing _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the Annual (or Extraordinary as the case may be) General Meeting of the Company to be held on the ____ day of 20 ____ and at any adjournment thereof.

Signed this ____ day of _____ 20 ____."

48. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

49. Any corporation which is a Member of the Company shall by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation represented as that corporation could exercise if it were an individual Member of the Company

DIRECTORS

50. The number of Directors shall be not less than three nor until otherwise determined by a General Meeting more than nine. The subscribers to the Articles of Association shall be the first Directors of the Company.
51. The Directors shall have power at any time, and from time to time, to decide any qualification for appointment as a Director or for any Director to continue in office and to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.
52. Any Director so appointed shall hold office for three years and shall then be eligible for re-appointment for a further 3 years. However, this maximum period of 6 year of serving as a Director may be split by means of a time period but shall not exceed 6 years.

53. A discretionary 3rd period of office may be granted in exceptional circumstances and approved in advance by Members at the AGM prior to their maximum serving period coming to an end. Members will be provided with appropriate information outlining the Board's business case for a 3rd period of office for a Director.
54. Serving period will start from the day of appointment by existing Directors, not at AGM ratification.
55. Any Director appointment shall retain office until the next Annual General Meeting but shall then require ratification by the Membership.
56. The appointment of new Directors will be decided by the current Board of Directors, appointed on the basis of the required Skills and Competencies to best serve the needs of the Company at that time.
57. Not less than 50% of Board Members will be from Member organisations.
58. Not less than 50% of Board Members will be Lesbian, Gay, Bisexual or Transgender.
59. No Director shall vacate office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of having attained any particular age.

BORROWING POWERS

60. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

61. The business of the Company shall be managed by the Directors who shall be its Council of Management and Governing Body and who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Acts or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Acts or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. In particular the Directors shall have power to make rules and bye-laws for regulating the use by Members and others of any property of the Company.
62. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
63. The Directors shall cause minutes to be made of all appointments of officers made by them, of the names of the Directors present at each meeting of the Directors, and of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors and any such minutes if signed by the Chairperson of such meeting or by the Chairperson of the next

succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

64. The Directors may act notwithstanding any vacancy in their Board but if the number of Directors is less than the minimum prescribed herein they may only act as Directors to admit persons to membership of the Company, or fill vacancies in the Board of Directors or summon a General Meeting.

DISQUALIFICATION OF DIRECTORS

65. The office of Director shall be vacated if the Director:

- a. becomes subject to a receiving order or makes an arrangement or composition with creditors generally; or
- b. becomes prohibited by law from being a Director or ceases to be a Director by reason of any provision of the Acts; or
- c. becomes of unsound mind; or
- d. resigns from office by notice in writing to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- e. is removed from office by a resolution duly passed pursuant to the Acts; or
- f. ceases to be qualified in accordance with any decision of the Directors; or
- g. is directly or indirectly interested in any contract with the Company and fails to declare the nature of such interest in the manner required by the Acts; or
- h. is absent from more than 25% of meetings of the Directors in any twelve-month period, without reasonable excuse; or
- i. is felt by a majority of Directors to be acting in such a way as to be against the best interests of the Company or which might damage the Company's reputation.

66. A Director shall not vote in respect of any contract in which the Director is interested or any matter arising thereto and if the Director does so vote such vote shall not be counted.

RATIFICATION OF DIRECTORS

67. At the Annual General Meeting of the Company:

- a. All Directors appointed since the last annual general meeting will be ratified by the Membership.
- b. In the event of more than 25% of the Membership present disapproving of the appointment, a vote shall be triggered to confirm or refuse the appointment.
- c. All Directors who start a second term of office during any year will require ratification of their second term by the Membership at the following AGM.

68. The Company may by ordinary resolution of which special notice has been given in accordance with the Acts, remove any Director before the expiration of the Director's period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.

PROCEEDINGS OF DIRECTORS

69. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Directors shall be three Directors or one third of the Directors for the time being, whichever is greater.

- a. A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.

70. The Directors may elect a Chairperson of their meetings and determine the period for which the Chairperson is to hold office; but, if no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the meeting.
71. A meeting of the Directors at which a quorum is present, shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Directors generally.
72. The Directors may delegate any of their powers to sub-committees consisting of such Directors as they think fit; any such sub-committee shall in the exercise of such powers conform to any regulations that may be imposed on it by the Directors. All acts and proceedings of such sub-committee shall be reported as soon as is reasonably practicable to the full body of Directors.
73. A sub-committee may elect a Chairperson of its meetings; if no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairperson of the meeting.
74. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chairperson should have a second or casting vote.
75. All acts done by any meeting of the Directors or of a sub-committee of Directors, or by any other person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be Director.
76. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

THE SECRETARY

77. The Secretary, if not a Director shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

THE SEAL

78. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authorities of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS AND DIRECTORS REPORT

79. The Directors shall cause proper books of account to be kept in accordance with the provisions of the

Acts with respect to:

- a. all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- b. the assets and liabilities of the Company; and
- c. all those matters required by the Acts to be shown in the Accounts of the Company.

80. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

81. The books of account shall:

- a. be kept at the registered office of the Company, or, subject to the Acts at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
- b. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or books or document of the Company except as conferred by the Acts or authorised by the Directors or by the Company in General Meeting subject nevertheless to the provision of Article 11 of the Articles of Association of the Company.
- c. The Directors shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets and Directors' reports as are provided for in the Acts.
- d. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report, shall not less than twenty one days before the date of the meeting be sent to every Member of, and every holder of debentures of, the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

AUDIT

82. Auditors shall be appointed and their duties regulated in accordance with the Acts.

NOTICES

83. A notice may be given by the Company to any Member either personally or by sending it by post to the Member or to the Member's registered address, or (if the Member has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied to the Company for the giving of notice. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty four hours after the letter containing the same is posted.

84. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

- a. every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them; and
- b. the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

INDEMNITY

85. Subject to the provisions of the Acts but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.