

Company Registration Number

Charity No.

The Companies Acts 2006

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

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MEMORANDUM AND ARTICLES OF ASSOCIATION

of

[Name]

(Incorporated on )

The Companies Acts 2006

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CHARITABLE COMPANY AND LIMITED BY GUARANTEE

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The Companies Acts 2006

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CHARITABLE COMPANY AND LIMITED BY GUARANTEE

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ARTICLES OF ASSOCIATION

of

[Name]

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1. The name of the Company is ["Name"]

2. In these regulations:

"the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

“the Company”	means the above named Company;
“the Articles”	means the Articles of the Company;
“the Charities Acts”	means the Charities Acts 1992, 1993 and 2006, including any statutory modification or re-enactment thereof for the time being in force;
“the Companies Acts”	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company
“clear days”	in relation to the period of a notice means that period excluding the day for which it is given or on which it is to take effect;
“the Committee”	means the Committee of Management for the time being of the Company;
“Committee Member”	means a Member of the Committee;
“Member”	means a Member of the Company;
“Office”	means the registered office of the Company;
“Person”	means an individual or body corporate;
“RDA”	means the Riding for the Disabled Association incorporating Carriage Driving a charity registered under Charity Number 244108
“the seal”	means the common seal of the Company;
“Secretary”	means the secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint assistant or deputy secretary;
“the United Kingdom”	means Great Britain and Northern Ireland;

Unless the context otherwise requires words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament

includes any statutory modification or re-enactment of it for the time being in force.

In accordance with the Interpretation Act 1976, unless the contrary intention appears:-

- (i) words importing the masculine gender include the feminine;
- (ii) words importing the feminine gender include the masculine;
- (iii) words in the singular include the plural and words in the plural include the singular.

#### OBJECTS

3. The objects for which the Company is established are to promote the objects of the Riding for the Disabled Association incorporating Carriage Driving a charity registered under Charity Number 244108 ("RDA") by providing disabled people with the opportunity to ride and/or to carriage drive to benefit their health and well-being in the [ ] area.

#### POWERS

4. The Company has the power to do anything which is calculated to further its Object or is conducive or incidental to doing so. In particular, the Company shall have the following powers
  - (i) To provide disabled people with the means to ride and or carriage drive at the level of their ability choice and ambition
  - (ii) To encourage disabled people to occupy positions of responsibility within the Company
  - (iii) To co-operate with Riding for the Disabled Association ("RDA") and with other bodies
  - (iv) To purchase, take on lease or in exchange hire or otherwise acquire and hold any real or personal property and rights or privileges which the Company may think necessary or convenient for the purposes of the Company, and in particular any lands, buildings or works, and to construct, maintain and alter any buildings or

works necessary or convenient for the purposes of the Company.

- (v) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable or transferable instruments and to operate bank accounts in the name of the Company.
- (vi) Subject to such consents as may be required by law to sell, let, mortgage, dispose or turn to account, all or any of the property or assets of the Company.
- (vii) To equip any buildings upon any land held by or belonging to the Company, of any estate or interest, with all proper and necessary fixtures, furniture, fittings, apparatus, appliances, conveniences and accommodation necessary for the purposes of the Company.
- (viii) In accordance with the provisions of the Charities Act 2004 ("the Act") to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise provided that in raising funds the Company shall not undertake any permanent substantial trading activities and shall conform to any relevant statutory regulations.
- (ix) Subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (x) To invest the moneys of the Company not immediately required for its purposes, in or upon such investments, securities or property as may be thought fit, and subject as hereinafter provided.
- (xi) To employ as a professional investment manager any person who is entitled to carry on investment business under the provisions of the Financial Services Act 1986 (as amended or re-enacted) and to delegate to any such manager ("the Investment Manager") the exercise of all or any of its powers or investment or

such terms and at such reasonable remuneration as the Committee think fit but subject always to the following conditions:-

- (a) The delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Committee and within the powers of investment conferred hereby;
  - (b) Every transaction carried out by the Investment Manager under delegated powers shall be reported to the Chairman or other designated Member of the Committee within fourteen days;
  - (c) The Investment Manager shall report at regular intervals upon the current state past performance and future prospects of the investments of the Company; and
  - (d) The Committee shall be entitled at any time and without notice to review revoke or alter the terms of the delegation of its powers.
- (xii) To effect and maintain such insurance as the Committee thinks fit and in particular (but without limitation):-
- (a) To insure and arrange insurance cover for and to indemnify the officers, employees and voluntary workers and the Company's Members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
  - (b) To effect insurance by or on behalf of the Committee Members or any of them against their liability in respect of acts which are undertaken by them in the administration of the Company either properly or in breach of trust but in the bona fide that they were not in breach of trust but excluding liability for wilful and individual fraud, wrong doing or wrongful omission on the part of the Committee Member who is sought to be made liable and to bear the cost of effecting and maintaining such insurance from the funds of the Company or its income;

- (c) To apply capital or income in insuring any buildings or other property to their full value.
- (xiii) To employ and pay and provide training for any person or persons not being members of the Committee of Management of the Company to supervise, organise and carry on the work of and advise the Company.
- (xiv) Subject to the provisions of clause 4 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependents.
- (xv) Not without the prior written consent of the Charity Commissioners to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects substantially similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of its assets amongst its Members at least to the same extent as such payments or distributions are prohibited in the case of Members of the Company by these Articles
- (xvi) To do all such other lawful things as will further the objects of the Company.

PROVIDED ALWAYS that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners 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 Committee of Management 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 would such Committee of Management 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 Commissioners over such Committee of Management 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.

In case the Company shall take or hold any property which may be subject to any trusts, the Company shall deal only with or invest the same in such manner as allowed by law having regard to such trusts.

#### APPLICATION OF INCOME AND PROPERTY

5. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in these Articles 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 the Members of the Company.

PROVIDED THAT nothing herein shall prevent the payment, in good faith:

- (i) of reasonable and proper remuneration to any officer or servant of the Company, or to any Member of the Company for any services rendered to the Company;
- (ii) of interest at a rate not exceeding the base lending rate prescribed for the time being by a clearing bank selected by the Committee on money lent or reasonable and proper rent for premises demised or let by any Member of the Company, but so that no Member of the Committee of Management of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration of other benefit in money or money's worth shall be given by the Company to any Member of the Committee of Management except:-
  - (a) repayment of out of pocket expenses;
  - (b) the payment of insurance premiums payable and policy proceeds received in respect of any policy effected within the provisions of clause 2(xii)(b), and
  - (c) interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company provided that the provision last aforesaid shall not apply to any company of which a member of the Committee of

Management may be a member holding not more than a one hundredth part of the capital of such company, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

#### AMENDMENT

6. No addition, alteration or amendment shall be made to or in:
- (i) Any provision in the Articles of Association which is a provision which directs or restricts the manner in which the property of the Company may be used or applied without the prior written consent of the Charity Commission, and
  - (ii) The Articles of Association of the Company unless the same shall have been previously submitted in writing to and approved in writing by the RDA.

#### LIABILITY OF MEMBERS

7. The liability of the Members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he, she or it as a member or within one year after he, she or it ceases to be a member, for:
- (i) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
  - (ii) payment of the costs, charges and expenses of winding up; and
  - (iii) adjustment of the rights of the contributories among themselves.

#### DISSOLUTION

8. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to the RDA provided that if such association shall have ceased to exist or shall have ceased to be a registered charity then such

remaining property shall be given or transferred with the prior consent of the Charity Commissioners for England and Wales to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, or as directed by the Court or the Commission for some other charitable purpose(s).

#### ACCOUNTS

9. (i) The Committee members 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 accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of application Statements of Recommended Practice.
- (ii) The Committee members must keep accounting records as required by the Companies Acts.

#### ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

10. (i) The Committee members must comply with the requirements of the Charities Act 1993 with regard to the:
  - (a) transmission of a copy of the statements of account to the Commission;
  - (b) preparation of an annual Report and the transmission of a copy to the Commission;
  - (c) preparation of an Annual Return and its transmission to the Commission.
- (ii) The Committee members must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

#### MEMBERS

11. (i) The Committee shall admit to membership in accordance with the Articles such persons

- interested in actively furthering the objects of the Company as the Committee shall think fit;
- (ii) Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Committee may require signed by him. An application for membership may be approved or rejected by the Committee.
  - (iii) The rights and privileges of membership shall be personal and incapable of transfer and shall cease on death, and any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
12. A Member may at any time resign his membership by letter addressed to the Secretary.
13. The Committee may at any time in its entire discretion terminate the membership of any Member provided that the Member or a representative of a corporate Member shall have the right to be heard by the Committee before a final decision is made.
14. The Committee members must keep a register of names and addresses of the members.

#### GENERAL MEETINGS

15. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee and shall specify the meeting as such in the notices calling it, PROVIDED THAT every such General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
16. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
17. The Committee may call General Meetings and, on the requisition of ten per centum of the members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General

Meeting for a date not later than six weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Committee Members to call a General Meeting, any Committee Member or any Member of the Company may call a General Meeting.

#### NOTICE OF GENERAL MEETINGS

18. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a Member of the Committee shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:-

- (i) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (ii) in the case of any other Meeting by a majority in number of the those having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the Meeting.

The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all those specified in Article 69

19. 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

20. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets and the reports of the Committee and auditors, the election of Members of the Committee in the place of those elected Members retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

21. No business shall be transacted at any Meeting unless a quorum is present. A quorum is:
- (i) 35% members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
  - (ii) one tenth of the total membership at the time whichever is the greater.
22. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Committee may determine.
- (i) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
  - (ii) 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 quorum for that meeting.
23. The Chairman or in his absence some other Committee Member nominated by the Committee shall preside as Chairman of the Meeting, but if neither the Chairman nor such other Committee Member (if any) be present within fifteen minutes after the time appointed for holding the Meeting and willing to act, the Committee Members present shall elect one of their number to be Chairman and, if there is only one Committee Member present and willing to act, that person shall be the Chairman.
24. If no eligible Committee Member is willing to act as Chairman or if no such Committee Member is present within fifteen minutes after the time appointed for holding the Meeting, the Members present and entitled to vote shall choose one of their number to be the Chairman.

25. The Chairman may with the consent of a Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at an adjourned Meeting other than business which might properly have been transacted at the Meeting had the adjournment not taken place. When a Meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned Meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
26. A resolution put to the vote of a Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.
- SUBJECT to the provisions of the Act, a poll may be demanded:-
- (i) by the Chairman; or
  - (ii) by at least two persons having the right to vote at the Meeting.
27. Unless a poll is duly demanded, a declaration that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority shall be made and an entry to that effect in the Minutes of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
28. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
29. A poll shall be taken as the Chairman directs and the Chairman may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote the Chairman may have.
31. A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the Meeting shall continue as if the demand had not been made.
32. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the Meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
33. A resolution in writing executed by or on behalf of each person who would have been entitled to vote upon it if it had been proposed at a General Meeting at which they were present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more persons entitled to vote.

#### VOTES OF MEMBERS

34. On a show of hands every Member and Committee Member present in person shall have one vote.  
On a poll every Member present in person or by proxy shall have one vote.
35. A Member in respect of whom an order has been made by any Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by their receiver, curator bonis or other person authorised in that behalf appointed by that Court. Evidence to the satisfaction of the Committee of the authority of the person

claiming to exercise the right to vote shall be deposited at the Office not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting at which the right to vote shall not be exercisable.

36. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is tendered, and every vote not disallowed at the Meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

37. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow in any other form which is usual and which the Committee may approve):

I/WE \_\_\_\_\_ of \_\_\_\_\_ being  
{a Member}[Members] of the above named Company HEREBY APPOINT  
\_\_\_\_\_ of \_\_\_\_\_ or failing him  
\_\_\_\_\_ of \_\_\_\_\_ as  
[my][our] name[s] and on [my][our] behalf at the Annual/Extraordinary General Meeting of the  
Company to be held on [ \_\_\_\_\_ ] and at any adjournment thereof  
Signed ..... on [ \_\_\_\_\_ ]

38. 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 and which the Committee may approve):

I/WE \_\_\_\_\_ of \_\_\_\_\_  
being [a Member][Members] of the above named 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 Annual/Extraordinary General Meeting of the Company to  
be held on [ ] 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

\*strike out whichever is not desired.

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

Signed ..... on [ ]

39. 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 Committee shall:
- (i) be deposited at the Registered office of the Company or such other place within Great Britain 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 by 9.00 a.m on the day before the date for the holding of the meeting or adjourned meeting at which the person named in the instrument proposed to vote; or
  - (ii) in the case of a poll taken more than forty eight hours after it is demanded be deposited as aforesaid after the poll has been demanded and not less than twenty four hours before the time appointed for the taking of the poll; or
  - (iii) where the poll is not taken forthwith but is taken not more than forty eight hours after it was demanded be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any Committee Member and an instrument of proxy which is not

deposited or delivered in a manner so permitted shall be invalid

40. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which instruments of proxy were to be 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

#### COMMITTEE MEMBERS

41. The Committee Members (otherwise known as "Directors") shall consist of:-
- (i) the Chairman;
  - (ii) the Honorary Treasurer;
  - (iii) the Secretary;
  - (iv) not more than 8 other Elected Committee Members
42. (i) A Committee member must be a natural person aged 16 years or older.
- (i) No one may be appointed a Committee member if he or she would be disqualified from acting under the provisions of Clause 45.
43. The minimum number of Committee members shall be three (3) and (unless otherwise determined by ordinary resolution) the maximum shall be eleven members.
44. The first Committee members shall be those persons notified to Companies house as the first Committee members/directors of the Company.

45. A Committee member may not appoint an alternate director or anyone else to act on his or her behalf at meetings of the directors.
46. The Committee Members may be paid all reasonable expenses properly incurred by them in attending and returning from Committee Meetings or General Meetings of the Company or in connection with the business of the Company.

#### ELECTED COMMITTEE MEMBERS

47. All the Committee Members shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but they may be re-elected
48. No Member, other than an Elected Committee Member retiring at the Meeting, shall be eligible for election as a Committee Member at any General Meeting unless within the prescribed time before the day appointed for the Meeting there shall have been delivered to the Secretary at the Office:
  - (i) notice in writing, by some Member duly qualified to be present and vote at the Meeting for which such notice is given, of his intention to propose such Member of the Company for election as a Committee Member, and
  - (ii) notice in writing, signed by the person to be proposed, of their willingness to be elected.The prescribed time above mentioned shall be such that between the date when the notice is served, or deemed to be served, and the day appointed for the Meeting, there shall be not less than four nor more than twenty-eight intervening days.
49. The Committee may from time to time and at any time appoint any Member of the Company as a Committee Member either to fill a casual vacancy in their number Any person so appointed shall become a Committee Member and retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

## DISQUALIFICATION AND REMOVAL OF COMMITTEE MEMBERS

50. The office of a Committee Member shall be vacated if the Committee Member:
- (i) without the consent of the Committee fails to attend two consecutive meetings of the Committee; or
  - (ii) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - (iii) ceases to be a Member of the Company; or
  - (iv) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
  - (v) resigns his office by notice in writing to the Company; or
  - (vi) ceases to be a Committee Member by virtue of any provision of the Act or he becomes prohibited in law from being a director; or
  - (vii) is removed from office by resolution duly passed pursuant to Sections 303 and 304 of the Act; or
  - (viii) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act.
  - (ix) is disqualified from acting as a Member of the Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
  - (x) is removed from office by resolution of all or not less than three quarters of the other Committee Members from time to time

## DECLARATION OF COMMITTEE MEMBER'S INTERESTS

51. A 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 entered into by the company which has not previously been declared. A director must absent himself or herself from any discussions of the Committee members 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).

#### BORROWING POWERS

52. The Committee may subject to the approval of the Management Committee of RDA subject to such consents as may be required by law 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.

#### POWERS AND DUTIES OF THE COMMITTEE

53. Subject to the provisions of the Act, the Charities Acts, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Committee who may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. No alteration of the Articles and no such direction shall invalidate any prior act of the Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Committee by the Articles and a meeting of the Committee at which a quorum is present may exercise all powers exercisable by the Committee.
54. The Committee in addition to the powers conferred by Section 23 of the Trustee Act 1925 may employ any duly qualified or competent agent or servant (not being a Committee Member) to transact any business within the scope of his expertise of whatever nature required to be done in furthering the said objects and may pay to such person a reasonable salary or defray his reasonable charges, in respect of the business transacted. The Committee shall exercise reasonable supervision over such agent or servant.
55. All cheques and other negotiable instruments, and all receipts for money paid to the Company shall

be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Committee shall from time to time determine provided that all cheques and orders for the payment of money from such account shall be signed by at least two members of the Committee.

#### DELEGATION OF THE COMMITTEE'S POWERS

56. The Committee may delegate any of their powers to any sub-committee consisting of one or more Committee Members and such other person or persons as they think fit provided that the majority of members of any such sub-committee shall be Members of the Committee and provided that any such sub-committee shall not have less than 3 members.. Any such delegation may be made subject to any conditions the Committee may impose, and may be revoked or altered. Subject to any such conditions, the proceedings of a sub-committee with two or more Members shall be governed by the Articles regulating the proceedings of the Committee so far as they are capable of applying PROVIDED ALWAYS that all acts and proceedings of such delegated sub-committee shall be reported back to the Committee as soon as is reasonably practicable.

#### EMPLOYEE'S GRATUITIES AND PENSIONS

57. The Committee may provide benefits. whether by the payment of gratuities or pensions or by insurance or otherwise, for any employee or former employee not being a Committee Member or former Committee Member hereof who has held but no longer holds any executive office or employment with the Company and for any Member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

#### PROCEEDINGS OF THE COMMITTEE

58. Subject to the provisions of the Articles the Committee may regulate their proceedings as they think fit. Two Committee Members may, and the Secretary at the request of two Committee Members

shall, call a meeting of the Committee. It shall not be necessary to give notice of a meeting to a Committee Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

59. A meeting may be held by suitable electronic means agreed by the Committee members in which each participant may communicate with all other participants.
60. Subject to there being duly held a meeting of the Committee at least once in every period of six months the Secretary on the direction of the Chairman shall call a meeting of the Committee as often as the Chairman may consider necessary and in the event of the office of the Chairman being vacant meetings may be called by any two Committee Members.
61. The quorum for the transaction of the business of the Committee shall be not less than one third of the number of members of the Committee for the time being or three members of the Committee whichever is the greater number
62. If the number of Committee Members is less than the number fixed as the quorum, the remaining Committee Members or Committee Member may act only for the purpose of filling vacancies or of calling a General Meeting.
63. (i) All acts done by a meeting of the Committee, or of a sub-committee of the Committee, or by a person acting as a Committee Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Committee Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Committee Member and had been entitled to vote.

(ii) Clause 61(i) does not permit a Committee member or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Committee members or of a committee of Committee members if, but for Clause 61(i), the resolution would have been void, or if the Committee member has not complied with Clause 51.

64. A resolution in writing signed by all the Committee Members entitled to receive notice of a meeting of the Committee or of a sub-committee of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or (as the case may be) a sub-committee of the Committee duly convened and held and may consist of several documents in the like form each signed by one or more Committee Member.

#### THE CHAIRMAN

65. The Members of the Company shall elect from among their number a Chairman who shall preside at all meetings of the Committee. The Chairman shall hold office until the end of the Annual General Meeting next after the date on which they came into effect but they may be re-elected

#### HONORARY TREASURER

66. The Members of the Company shall elect from among their number a person to be Honorary Treasurer. The Honorary Treasurer shall hold office until the end of the Annual General Meeting next after the date on which he came into office but he may be re-elected

#### SECRETARY

67. The Members of the Company shall elect from among their number a person to be Secretary. The Secretary shall hold office until the end of the Annual General Meeting next after the date on which he came into office but he may be re-elected

#### MINUTES

68. The Committee shall cause Minutes to be made in books kept for the purpose;

- (i) of all appointments of officers made by the Committee, and
- (ii) of all proceedings at meetings of the Company, and of the Committee, including the names of the Committee Members present, the decisions made at the meetings and where appropriate the reasons for the decision, at each such meeting and after the Minutes have been duly approved, they shall be signed by the Chairman as a true record.

#### THE SEAL

69. The seal shall be used only by the authority of the Committee. The Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two Committee Members.

#### AUDIT

70. Auditors shall be appointed and their duties regulated in accordance with the requirements of the Act and the Charities Acts.

#### NOTICES

71. Notices and other documents to be served on Members of Trustees under the Articles or the Companies Act may be served:-
- (i) by hand;
  - (ii) by post;
  - (iii) by suitable electronic means; or
- through publication in the charity's newsletter or on the charity's website
72. the only address at which a Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Members.
73. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:-
- (i) 24 hours after being sent by electronic means posted on the Charity's website or delivered

by hand to the relevant address;

- (ii) two clear days after being sent by first class post to that address;
- (iii) three clear days after being sent by second class or overseas post to that address;
- (iv) immediately on being handed to the recipient personally; or, if earlier
- (v) as soon as the recipient acknowledges actual receipt.

74. A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

#### INDEMNITY

75. Subject to the provisions of the Act every Trustee 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 that capacity 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 or duty or breach of trust in relation to the affairs of the Company.

#### RULES OR BYELAWS

76. The Committee may make such rules or bye laws consistent with those of RDA as it may deem necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the above, it may by such rules or bye laws regulate:

- (i) The admission and classification of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the subscriptions and other fees or payments to be made by Members;
- (ii) The conduct of Members of the Company in relation to one another and to the Company's employees;

- (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- (iv) The procedure at General Meetings of the Committee and sub-committees of the Committee in so far as such procedure is not regulated by these Articles;
- and
- (v) Generally all such matters as are commonly the subject matter of the Company's rule

77. The Company in General Meeting shall have power to alter or repeal the rules or bye laws and the Committee shall adopt such means as it deems sufficient to bring to the notice of Members of the Company all such rules or bye laws, which so long as they shall be in force, shall be binding on all Members of the Company provided nevertheless that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

#### DISPUTES

78. If a dispute arises between the members of the company about the validity or propriety of anything done by the members of the company under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

#### HEADINGS

79. The headings in these Articles shall not be taken as part of them nor in any manner affect the interpretation or construction of them.

