

THE COMPANIES ACT 2006  
COMPANY LIMITED BY  
GUARANTEE AND NOT HAVING A  
SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
OF  
CRAIGLOCKHART AFTER SCHOOL  
CLUB

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**MORTON FRASER**   
SOLICITORS

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CONTENTS

1	Defined terms	4
2	Objects	4
3	Powers	5
4	Restrictions on use of the company's assets	5
5	Liability of members	5
6	General structure	5
7	Qualifications for membership	6
8	Application for membership	6
9	Registration fees	6
10	Register of members	7
11	Withdrawal from membership	7
12	Expulsion from membership	7
13	Termination of membership	7
14	General meetings (meetings of members)	7
15	Notice of general meetings	8
16	Special resolutions and ordinary resolutions	9
17	Procedure at general meetings	9
18	Appointment of directors	10
19	Retirement of directors	11
20	Termination of office	11
21	Register of directors	11
22	Office bearers	12
23	Powers of directors	12

24	Personal interests	12
25	Procedure at directors' meetings	13
26	Conduct of directors	14
27	Delegation to sub-committees	15
28	Operation of bank accounts	15
29	Minutes	15
30	Accounting records and annual accounts	15
31	Notices	16
32	Winding-up	16
33	Indemnity	16

## 1 Defined terms

- 1.1 In these articles of association, unless the context requires otherwise:
- 1.1.1 "2005 Act" means the Charities and Trustee Investment (Scotland) Act 2005;
  - 1.1.2 "Act" means the Companies Act 2006;
  - 1.1.3 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the 2005 Act 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;
  - 1.1.4 "charitable purpose" means a charitable purpose under section 7 of the 2005 Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
  - 1.1.5 "company" means Craiglockhart After School Club (Charity Number SC017608);
  - 1.1.6 "electronic form" has the meaning given in section 1168 of the Act;
  - 1.1.7 "Objects" means the objects of the company as set out in article 2.2;
  - 1.1.8 "OSCR" means the Office of the Scottish Charity Regulator;
  - 1.1.9 "property" means any property, heritable or moveable, real or personal, wherever situated; and
  - 1.1.10 "subsidiary" has the meaning given in section 1159 of the Act.
- 1.2 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.
- 1.3 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of the company.

## 2 Objects

- 2.1 The purposes for which the company is established shall be wholly and exclusively charitable.
- 2.2 The company's objects are restricted to those set out in this article 2 (subject to article 2.3) and, in particular, the company's objects are:
- 2.2.1 to provide after school care including educational and recreational activities for children on the roll of Craiglockhart Primary School in order to promote the benefit of, and advance the education of, those children; and
  - 2.2.2 to provide a high level of care to children on the roll of Craiglockhart Primary School in compliance with all relevant standards applied by the Care Inspectorate or its successor bodies.

- 2.3 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the Objects; 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.

### 3 Powers

- 3.1 This article 3.1 shall be interpreted as if it incorporates an over-riding qualification limiting the powers of the company such that any activity which would otherwise be permitted by the terms of this constitution may be carried on only if that activity furthers a purpose which is regarded as charitable.
- 3.2 Subject to article 3.1, the company has the power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

### 4 Restrictions on use of the company's assets

- 4.1 The income and property of the company shall be applied solely towards promoting the Objects.
- 4.2 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.
- 4.3 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.
- 4.4 No benefit (whether in money or in kind) shall be given by the company to any director except payment made in accordance with article 24.5 or 24.6.

### 5 Liability of members

- 5.1 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:
- 5.1.1 payment of the company's debts and liabilities contracted before he/she ceases to be a member;
- 5.1.2 payment of the costs, charges and expenses of winding up; and
- 5.1.3 adjustment of the rights of the contributories among themselves.

### 6 General structure

- 6.1 The structure of the company consists of:
- 6.1.1 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
- 6.1.2 the DIRECTORS - who may also be referred to as the trustees or as the charity trustees, and 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.

## MEMBERS

### 7 Qualifications for membership

- 7.1 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 article 8.
- 7.2 Subject to article 7.3, membership shall be open to every parent or guardian whose child or children attend Craiglockhart Primary School.
- 7.3 For the avoidance of doubt:
- 7.3.1 only one parent or guardian in respect of each child or family of sibling children who attend Craiglockhart Primary School may apply for membership of the company; and
- 7.3.2 membership shall be subject to:
- 7.3.2.1 availability of places; and
- 7.3.2.2 the discretion of the directors provided for in article 8.3.
- 7.4 Employees of the company shall not be eligible for membership and a person who becomes an employee of the company after admission as a member shall automatically cease to be a member.

### 8 Application for membership

- 8.1 Any person eligible for membership in terms of article 7 and who wishes to become a member must sign, and lodge with the company, a written registration form in the form approved by the directors from time to time.
- 8.2 Subject to article 8.3, an application for membership shall be deemed to have been accepted upon payment by the applicant of the registration fee. Any person who has been a member of the company during the course of a school year must, before the expiry of that school year, submit a new written registration form applying for membership for the forthcoming school year in terms of article 8.1 ..
- 8.3 The directors may, at their discretion, refuse to admit any person to membership. In such circumstances, any registration fee which has been paid shall be refunded to the applicant within a period of 14 days after the decision of the directors.

### 9 Registration fees

A registration fee in respect of the forthcoming school year, as set by the directors, shall be payable:

- 9.1 at the time of the initial application for membership in terms of article 8.1; and
- 9.2 at the time of each subsequent application for re-admission in terms of article 8.2.

## 10 Register of members

The company 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.

## 11 Withdrawal from membership

11.1 Any person who wishes to withdraw from membership shall notify the company and may be required to sign, and lodge with the company, a written notice to that effect (the "**Withdrawal Notice**").

11.2 Unless the Management Committee, at their discretion, provide otherwise, a person wishing to withdraw from membership shall cease to be a member four calendar weeks after receipt by the company of the Withdrawal Notice.

## 12 Expulsion from membership

12.1 Any person may be expelled from membership by special resolution of the company in general meeting, providing the following procedures have been observed:

12.1.1 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; and

12.1.2 the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

## 13 Termination of membership

13.1 Subject to re-admission in terms of article 8.2, membership shall be for one year only and shall automatically terminate on the first day of the school year immediately following the school year in respect of the school year in which the member became a member of the company.

13.2 Membership shall cease on death.

13.3 A member may not transfer his/her membership to any other person.

## DECISION - MAKING BY MEMBERS

### 14 General meetings (meetings of members)

14.1 The directors shall convene an annual general meeting no later than November in each year.

14.2 Not more than 15 months shall elapse between one annual general meeting and the next.

14.3 The business of each annual general meeting shall include:

14.3.1 a report by the chair on the activities of the company;

14.3.2 consideration of the annual accounts of the company, as inspected by the company's auditors;

14.3.3 the election/re-election of directors, as referred to in article 18.3; and

14.3.4 the election/re-election of the office bearers specified in article 22.

- 14.4 Any member wishing to raise a matter for the business of the annual general meeting shall submit written notice thereof to the Secretary at least fourteen days before the annual general meeting takes place.
- 14.5 The directors may convene an extraordinary general meeting at any time.
- 14.6 The directors must convene an extraordinary general meeting if:
- 14.6.1 the company has received requests to do so from members representing at least 15% (or such other percentage as may be set out in the Act from time to time) of such of the total voting rights of all the members having a right to vote at general meetings and such requests:
- 14.6.1.1 must state the general nature of the business to be dealt with at the meeting,
- 14.6.1.2 may include the text of a resolution that may properly be moved and is intended to be moved at the meeting;
- 14.6.1.3 may be in hard copy form or in electronic form; and
- 14.6.1.4 must be authenticated by the person or persons making it.
- 14.6.2 a resigning auditor deposits with the company a signed requisition calling on the directors of the company forthwith duly to convene a general meeting of the company for the purpose of receiving and considering such explanation of the circumstances connected with his resignation as he may wish to place before the meeting and such requisition is given in accordance with section 518 of the Act; .
- 14.6.3 if the Management Committee has concluded that the winding up of the company is appropriate.

## 15 **Notice of general meetings**

- 15.1 At least 21 clear days' notice must be given of an annual general meeting and at least 14 clear days notice must be given of an extraordinary general meeting.
- 15.2 The reference to "clear days" in article 15.1 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.
- 15.3 A notice calling a meeting shall specify:
- 15.3.1 the time and place of the meeting;
- 15.3.2 the general nature of the business to be dealt with at the meeting; and
- 15.3.3 if a special resolution (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.
- 15.4 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.
- 15.5 Notice of every general meeting shall be given:



- 15.5.1 in hard copy form;
- 15.5.2 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
- 15.5.3 (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; or
- 15.5.4 a combination of the methods set out in 15.5.1 to 15.5.3.

## 16 Special resolutions and ordinary resolutions

- 16.1 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 article 15; 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.
- 16.2 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution:
  - 16.2.1 to alter its name; and
  - 16.2.2 to alter any provision of these articles or adopt new articles of association.
- 16.3 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 article 15.

## 17 Procedure at general meetings

- 17.1 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 10 individuals entitled to vote (each being a member or a proxy for a member).
- 17.2 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.
- 17.3 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.
- 17.4 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.
- 17.5 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.

- 17.6 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- 17.6.1 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
- 17.6.2 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).
- 17.7 An instrument of proxy which does not conform with the provisions of article 17.6, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 17.8 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 17.9 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.
- 17.10 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.
- 17.11 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.
- 17.12 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.
- 17.13 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.

## DIRECTORS

### 18 Appointment of directors

- 18.1 The maximum number of directors shall be 16.
- 18.2 A person shall not be eligible for appointment as a director unless he/she is a member of the company.
- 18.3 Subject to article 18.1, at each annual general meeting, the members may elect any member (providing he/she is willing to act) to be a director.

- 18.4 Subject to article 18.1, the directors may at any time appoint any member (providing he/she is willing to act) to be a director.

## 19 Retirement of directors

- 19.1 All directors shall be required to stand down at the annual general meeting falling two years after their appointment as a director.
- 19.2 All directors are eligible for re-election at an annual general meeting at which they stand down in accordance with article 19.1 or at any subsequent annual general meeting.
- 19.3 In order to ensure the continuity of the service provided by the company, no limit is placed on the number of times a director may stand down and be reappointed.
- 19.4 For the avoidance of doubt, directors appointed prior to the adoption of these Articles will be subject to the provisions of this article 19.

## 20 Termination of office

- 20.1 A director shall automatically vacate office if:
- 20.1.1 he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;
  - 20.1.2 he/she becomes debarred under any statutory provision from being a charity trustee;
  - 20.1.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
  - 20.1.4 he/she ceases to be a member of the company;
  - 20.1.5 he/she becomes an employee of the company;
  - 20.1.6 he/she resigns office by notice to the company;
  - 20.1.7 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; and
  - 20.1.8 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

## 21 Register of directors

- 21.1 The company shall maintain a register of directors, setting out in respect of each director:
- 21.1.1 full name and any former name;
  - 21.1.2 service address;
  - 21.1.3 the country or state (or part of the United Kingdom) in which he or she is usually resident;
  - 21.1.4 nationality;

- 21.1.5 business occupation (if any);
  - 21.1.6 date of birth;
  - 21.1.7 the date on which he/she became a director; and
  - 21.1.8 the date on which he/she ceased to hold office as a director.
- 21.2 The company shall also maintain a separate register of directors' residential addresses, setting out in respect of each director their usual residential address.

## 22 Office bearers

- 22.1 The following office bearers shall be elected at each annual general meeting: Chairperson; Vice Chairperson; Company Secretary; Treasurer and Minute Secretary .
- 22.2 Office bearers elected in accordance with article 22.1 shall retire from office at the next annual general meeting after their appointment but shall then be eligible for re-election to that or any other office at that AGM.
- 22.3 Office bearers may only be elected to the same office at four consecutive annual general meetings and must step down at the fifth annual general meeting and shall not be eligible for re-appointment to that office for a period of two years.
- 22.4 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.
- 22.5 Subject to the provisions of article 18.1, the directors may appoint any member to fill any vacancy among the office bearers that arises between one annual general meeting and the next.
- 22.6 In order to ensure the continuity of the service provided by the company, no limit is placed on the number of times an officer may stand down and be reappointed to that office.
- 22.7 For the avoidance of doubt, any office bearer may after their retirement from any one of the offices, continue to serve as a director and may be appointed to another office.

## DECISION-MAKING BY THE DIRECTORS

### 23 Powers of directors

- 23.1 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.
- 23.2 The directors shall not have the power to take any decision to put the company into any form of insolvency proceedings or to wind up the company.
- 23.3 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

### 24 Personal interests

- 24.1 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 25.9) from

voting on the question of whether or not the company should enter into that arrangement.

24.2 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.

24.3 Provided:

24.3.1 he/she has declared his/her interest

24.3.2 he/she has not voted on the question of whether or not the company should enter into the relevant arrangement and

24.3.3 the requirements of article 24.5 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 24.2) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

24.4 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.

24.5 Where a director engaged in a profession provides services to the company in their professional capacity, that director (or any organisation of which the director in their professional capacity is an employee, partner or director) may be remunerated for providing professional services to the company provided that:

24.5.1 the arrangement is approved by all of the other directors;

24.5.2 the directors concerned shall not participate at any meeting of the directors at which the arrangement or remuneration is under discussion;

24.5.3 at no time shall a majority of the directors benefit under this article 24.5; and

24.5.4 any such payment must only be made in the circumstances permitted by section 67 of the 2005 Act.

24.6 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.

## 25 Procedure at directors' meetings

25.1 Any director may call a meeting of the directors (together the "**Management Committee**") or request the secretary to call such a meeting.

25.2 The Management Committee shall meet at least four times in the academic year.

25.3 A financial report shall be provided by the Treasurer to at least 3 meetings of the Management Committee in an academic year.

- 25.4 Questions arising at a Management Committee meeting shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 25.5 No business shall be dealt with at a Management Committee meeting unless a quorum is present; the quorum for Management Committee meetings shall be 5.
- 25.6 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.
- 25.7 Unless he/she is unwilling to do so, the Chairperson of the company shall preside as chairperson at every Management Committee meeting at which he/she is present; if the Chairperson 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.
- 25.8 The Management Committee may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any Management Committee meeting, including a representative of the staff of Craiglockhart Primary School; for the avoidance of doubt, any such person who is invited to attend a Management Committee meeting shall not be entitled to vote.
- 25.9 A director shall not vote at a Management Committee meeting (or at a meeting of a sub-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.
- 25.10 For the purposes of article 25.9, 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.
- 25.11 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.
- 25.12 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 25.9 to 25.11.

## 26 **Conduct of directors**

- 26.1 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
- 26.1.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects;
- 26.1.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person; and
- 26.1.3 in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party,
- 26.1.3.1 put the interests of the company before that of the other party, in taking decisions as a director; and
- 26.1.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and

refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question; and

- 26.1.4 ensure that the company complies with any direction, requirement, notice or duty imposed on it by the 2005 Act.

## 27 **Delegation to sub-committees**

- 27.1 The Management Committee 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 Chairperson of the company (or the holder of any other post) such of their powers as they may consider appropriate.
- 27.2 Any delegation of powers under article 27.1 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 27.3 The rules of procedure for any sub-committee shall be as prescribed by the directors.

## 28 **Operation of bank accounts**

The signatures of at least two signatories appointed by the Management Committee 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 signatures must be the signature of a director.

## 29 **Minutes**

- 29.1 The directors shall ensure that minutes are made of all proceedings at general meetings, Management Committee meetings and meetings of sub-committees (insofar as considered necessary by the members of that sub-committee); a minute of any meeting shall include the names of those present.
- 29.2 Minutes of all proceedings at general meetings, Management Committee meetings and meetings of sub-committees shall be available for inspection by all members of the company.

## 30 **Accounting records and annual accounts**

- 30.1 The financial year of the company shall run from 1 January in each year to 31 December of the same year.
- 30.2 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 30.3 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.
- 30.4 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

### 31 Notices

- 31.1 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.
- 31.2 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.
- 31.3 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.

### MISCELLANEOUS

#### 32 Winding-up

- 32.1 Any decision to put the company into any form of insolvency proceedings or to wind up the company shall only be made by the company in general meeting by special resolution.
- 32.2 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.
- 32.3 For the avoidance of doubt, a body to which property is transferred under article 32.2 may be a member of the company.
- 32.4 To the extent that effect cannot be given to article 32.2 (as read with article 32.3), the relevant property shall be applied to some charitable purpose or purposes.

#### 33 Indemnity

- 33.1 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, (but only to the extent permitted by the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
- 33.2 The Company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act