

No. 635539



The Companies Act. 1948

COMPANY LIMITED BY GUARANTEE

Memorandum and Articles of Association
of
Beckenham Theatre Centre Limited

Charity Number: 236434

Incorporated the 21st day of August 1959

Revised on 7th December 2007

1. The name of the Company (hereinafter called 'The Society') is BECKENHAM THEATRE CENTRE LIMITED
2. The registered office of the Society will be situate in England.
3. The objects for which the Society is established are to promote, maintain, improve and advance education, particularly by the production of educational plays and the encouragement of the Arts, including the arts of drama, mime, dancing, singing and music, and to formulate, prepare and establish schemes therefore including the provision of a Library, provided that all objects of the Society shall be of an educational or charitable nature; and, as ancillary to the foregoing objects:-
 - (A) To present, promote, organise, provide, manage and produce plays, dramas, comedies, operas, operettas, variety shows, films, broadcasts, concerts, musical pieces, puppet shows, ballets, workshops, masterclasses, lectures and exhibitions or any other entertainment deemed suitable by the Trustees, whether on any premises of the Society or elsewhere as are conducive to the promotion, maintenance, improvement and advancement of education or to the encouragement of the Arts.
 - (B) To sponsor, encourage and produce plays and similar entertainment as in Clause A above for children under the age of sixteen years and in particular continue and maintain the work of the Beckenham Children's Theatre.
 - (C) To purchase, acquire and obtain interests in the copyright of, or the right to perform or show any play, drama, comedy, opera, operetta, variety show, film, broadcast, concert, musical piece, puppet show, ballet, workshop, stage piece, musical composition or recording of any of the foregoing which can be used or adapted for the objects of the Society.
4. 4.1 In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
 - (A) In furtherance of the objects of the Society to enter into agreements with authors, actors, dancers, composers, musicians, producers and script writers.
 - (B) To purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the Society.
 - (C) To retain or employ professional or technical advisers or workers in connection with the objects of the Society and to pay such fees for their services as may be thought expedient.
 - (D) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
 - (E) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects.
 - (F) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
 - (G) To sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land.
 - (H) Subject to the provision of the said section to take any gift of property, whether subject to any trust or not, for any one or more the objects of the Society.
 - (I) To acquire or enter into any partnership or joint venture arrangement with any other charity formed for the Objects.
 - (J) To borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with Sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land.
 - (K) To invest the moneys of the Society not immediately required for its purposes in or upon investments, securities or property as may be thought fit, but so that moneys subject to representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
 - (L) To establish, promote, or assist any Company or Companies with charitable objects of the Society for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for the purpose of carrying on any activity which the company is authorised to carry on or for any other charitable purpose which may seem directly or indirectly calculated to benefit this Society in the furtherance of its objects.
 - (M) To make any charitable donation whether in cash or assets which the Society may deem expedient.

- (N) To purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any one or more of the association, societies, or bodies with which this Society is authorised to co-operate or federate.
- (O) To pay out of the funds of the Charity the costs of forming, and registering, the Charity both as a company and as a charity.
- (P) To do all such other lawful things as are necessary for the achievement of the Objects.
- (Q) To raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations.
- (R) To provide indemnity insurance for the Trustees and or other officer of the Charity in relation to any such liability as is mentioned in sub-clause (4. 2.) of this clause, but subject to the restrictions specified in sub-clause (4. 3.) of the clause.

4.2 The liabilities referred to in sub-clause 4.1. (R)

Any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity.

4.3 The following liability is excluded from sub-clause 4.2. – liabilities to the Charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.

5. 5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

5.2 A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

(A) Subject to restrictions in sub-clauses 4.2 and 4.3, a Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense.

5.3 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Trustee receiving;

(A) A benefit from the Charity in the capacity of a beneficiary of the Charity.

(B) Reasonable and proper remuneration for any goods or services supplied to the Charity.

5.4 No Trustee may:

(A) sell goods, services or any interest in land to the Charity

(B) be employed by or receive any remuneration from the Charity

(C) receive any other financial benefit from the Charity (unless the payment or transaction is previously and expressly authorised in writing by the Charity Commission.

5.5 In sub-clauses 2 – 4 of this clause 5:

'Trustee' shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as his or her partner.

6. The liability of the members is limited.

7. Every member promises, if the charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10.00) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

8. 8.1 The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

a) directly for the Objects; or

b) by transfer to any charity or charities for purposes similar to the Objects; or

c) to any charity for use for particular purposes that fall within the Objects

- 8.2 Subject to any such resolution of the members of the Charity, the Trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the charity be applied or transferred;
- a) directly for the Objects; or
 - b) by transfer to any charity or charities for purposes similar to the Objects; or
 - c) to any charity for use for particular purposes that fall within the Objects
- 8.3 In no circumstances shall the net assets of the charity be paid or distributed among, the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.
9. True accounts shall be kept of the sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Society, and of the property, credits and liabilities of the Society; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being, such account shall be open to the inspection of the members. Once at least in every year the accounts of the Society shall be examined and the correctness of the balance sheet ascertained by one or more appropriately qualified external persons.

We, the persons whose names and addresses are written below, confirm that this document constitutes as the new Governing Document of Beckenham Theatre Centre, Charity Number 236434, and has been approved by its members on 7th December 2007.

Name	Address	Signature
Colleen Batson (Secretary)	214 Venner Road, London SE26 5HT	-----
Fleur Buckley	Flat 3, 9 Bromley Road, Beckenham, Kent BR3 5NT	-----
David Cox	18 Hazelhurst, Albemarle Road, Beckenham, Kent BR3	-----
Mike Eilers	9 Courtney Drive, off Oakwood Avenue, Beckenham, Kent BR3 5XL	-----
Margaret Glenn (Treasurer)	Flat 3, York Court, 103 Albemarle Road, Beckenham, Kent BR3 6YE	-----
Marcus Horner	Flat 5, 40 Albemarle Road, Beckenham, Kent BR3 5HN	-----
Tim James	32a Marion Crescent, Orpington, Kent BR5 5DD	-----
Malcolm Jones	10 Druids Way, Bromley, Kent BR2 0NQ	-----
Melanie Jones	10 Druids Way, Bromley, Kent BR2 0NQ	-----
Tania Meagher	27 Mill Vale, Bromley, Kent BR2 0EN	-----
Craig Seamons	54 Arrol Road, Beckenham Kent BR3 4PA	-----
Andrew Solts	54 Arrol Road, Beckenham Kent BR3 4PA	-----
Louise Solts	54 Arrol Road, Beckenham Kent BR3 4PA	-----
Lorna Thomas	3 Alexandra Road, Sydenham, London SE26 5NL	-----
Fiona Vail (Chair)	269 Eden Park Avenue, Beckenham Kent BR3 3JN	-----
Burtie Welland	77 Gladstone Road, Farnborough Village, Kent BR6 7DY	-----

The Companies Act 1948

COMPANY LIMITED BY GUARANTEE

Articles of Association
of

Beckenham Theatre Centre Limited

ARTICLES

1. Interpretation

In these articles:

- 'the act' means the Companies Act 1985
- 'address' means a postal address or, for the purposes of the electronic communication, a fax number, an e-mail address or text message number in each case registered with the Charity.
- 'the Charity' means the company regulated by these articles
- 'clear days' in relation to the period of a notice means a period excluding;
The day when the notice is given or deemed to be given; and
The day for which it is given on or which it is to take effect
- 'the commission' means the Charity Commissioners for England and Wales
- 'the memorandum' means the memorandum of association of the Charity
- 'officers' includes the Chair Person, Treasurer and the secretary
- 'the seal' means the common seal of the charity if it has one
- 'secretary' means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint assistant or deputy secretary
- 'Trustees' means the directors of the charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993
- Words importing one gender shall include all genders, and the singular includes the plural and vice versa
- Auditor/Auditors can also mean appropriately qualified external persons
- Chairman/Chair Person are interchangeable

Unless the context otherwise requires, word or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the charity.

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.

2. The Society shall be styled 'Beckenham Theatre Centre Limited'.
3. For the purposes of registration the number of members of the Society shall not exceed 500, which is the number of members with which the Company proposed to be registered, but the Board of Trustees may from time to time register an increase of members.
4. The Society is established for the purposes expressed in the Memorandum of Association.

MEMBERS

5. Any persons of either sex over sixteen years of age who is willing to assist in the objects of the Society shall be eligible for Membership.
6. Membership shall be open to all persons, but not exceeding 500, upon completion of an application form and payment of an annual subscription (payable in advance) to be determined by the Board of Trustees, and confirmed by the Society in general meeting.
7. Every candidate for Membership of the Society shall sign and forward to the Secretary an application which shall contain a copy of Clauses 5.1, 5.3, 6, 7 and 8 of the Memorandum of Association, with the addition of words in the form or the effect following; - 'I desire to become a member of the Beckenham Theatre Centre Limited, in accordance with the Memorandum and Articles of Association and agree to abide by the 'Club Rules.'

Members shall be elected by the Board of Trustees, and the name and address of any person making application for membership must, for not less that two days before the election, be prominently displayed in a part of the Theatre Centre frequented by the members. No person may be admitted to membership or to any of the privileges of membership without having first been elected in accordance with this Article.

8. 8.1 The Board of Trustees may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- 8.2 The Board of Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the application
- 8.3 The Board of Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing, but shall be final.
9. Membership is not transferable to anyone else.

10. The Board of Trustees must keep a register of names and addresses of the members.
11. Membership is terminated if:
 - 11.1 The member dies
 - 11.2 The member resigns by written notice to the Charity
 - 11.3 Any sum due from the member of the charity is not paid in full within four months of it falling due.
 - 11.4 The member is removed from membership by a resolution of the Board of Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if the member has been given at least twenty-one days notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed.

SUBSCRIPTIONS

12. Subscriptions shall be payable in advance. They shall become due annually on the anniversary of membership approved by the Board of Trustees. If the subscription is not paid within four months of the due date, membership shall automatically cease.

THE BOARD OF TRUSTEES

13.
 - 13.1 The Directors of BTC are known as Trustees, collectively known as the Board of Trustees.
 - 13.2 The Board of Trustees comprises up to 16 members with equal responsibility (but not less than six), nominated and elected at the Annual General Meeting. It is the responsibility of the elected Trustees to appoint people to specific positions as they deem fit, to include a minimum of two officers.
 - 13.3 Trustees must be aged 18 years or older and be nominated and elected members.
 - 13.4 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 17
 - 13.5 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Board of Trustees
 - 13.6 A Trustee must be an elected member of the Society.
 - 13.7 Nominations for the Board of Trustees shall be made on a form supplied to each member of the Society with the notice calling the AGM.
14. The Board of Trustees shall have the power to fill any vacancy which may occur on the Board of Trustees until the next appropriate Annual General Meeting, where the position will be filled according to Article 13. Co-opted Trustees do not have any voting rights.
15. Six members of the Board of Trustees, including Officers, shall constitute a quorum.
16. Board of Trustee Meetings shall be called at the discretion of the Chairman or the Secretary or at the written request of not less than four members, including Officers of the Board of Trustees. The agenda shall be stated on the notice calling the Meeting.

Each Trustee present at the Board of Trustees Meeting shall have one vote save that the Chairman, or the Acting Chairman appointed in the absence of the Chairman, shall not have a vote except in the event of an equality of votes when he shall have the right to exercise a casting vote.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

17. A Trustee shall cease to hold office if he or she:
 - 17.1 Ceases to be a Trustee by virtue of any provision in the Act or is prohibited by law from being a director;
 - 17.2 Is disqualified from acting as a Trustee by virtue of section 72 or the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 17.3 Ceases to be a member of the Charity
 - 17.4 Becomes incapable by reason of mental disorder, illness, or injury of managing and administering his or her own affairs
 - 17.5 Resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or

Is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her position be vacated.

18. Trustees' Remuneration

The Trustees must not be paid any remuneration unless it is authorised by clause 5.2 of the Memorandum.

19. Proceeding of Trustees

19.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.

19.2 Any Trustee may call a meeting of the Board of Trustees

19.3 The Secretary must call a meeting of the Board of Trustees if requested to do so by a Trustee

19.4 Questions arising at a meeting shall be decided by a majority of votes

19.5 In the case of an equality of votes, the person who chairs the meeting shall have a casting vote.

20. 20.1 No decision may be made by a meeting of the Board of Trustees unless a quorum is present at the time the decision is purported to be made.

20.2 The quorum shall be six Trustees.

20.3 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

21. If the numbers of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of calling a general meeting.

21.1 The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.

21.2 If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.

21.3 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by these articles or delegated to him or her by the Trustees.

22. 22.1 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.

22.2 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

23. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including by not limited to any personal financial interest).

24. 24.1 Subject to 24.2, all acts done by a meeting of the Board of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- Who was disqualified from holding office;
- Who had previously retired or who had been obliged by the constitution to vacate office;
- Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise

If without:

- The vote of the Trustee, and
- That the Trustee being counted in the quorum;

The decision has been made by a majority of the Trustees at a quorate meeting.

24.2 Paragraph 24.1 does not permit a Trustee to keep any benefit that may be conferred upon him or Trustees if, but for paragraph 24.1 the resolution would have been void, or if the Trustee has not complied with article 24.1.

POWERS OF THE BOARD OF TRUSTEES

25. 25.1 The Board of Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolutions.
- 25.2 No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 25.3 Any meeting of the Board of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board of Trustees.
26. The Board of Trustees may from time to time at their discretion raise or borrow or secure payment of any sum or sums of money for the purpose of the Society.
27. The Board of Trustees may raise or secure payment of such money in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of Debentures or Debenture Stock of the Society charged upon all or any part of the property of the Society (both present and future), provided that such Debentures or Debenture Stock shall not, without the consent of a General Meeting, confer any special privileges as to attending and voting at General Meetings of the Society.
28. The Board of Trustees shall appoint or approve annually such Sub-Committees as are necessary. The duties of such Sub-Committees shall be specified by the Board of Trustees and such Sub-Committees shall be subject to the jurisdiction of the Board of Trustees.
- The Bar Sub Committee shall consist of two or three members, one of whom must be an elected Trustee.
29. The Board of Trustees shall have the power to expel from membership any member, who, in its opinion, is acting in a manner contrary to the interests of the Society, in particular failure to comply with the Club Rules and the Health and Safety Policy. The member so affected shall have the right to state his case to the Board of Trustees.

OFFICERS

30. The Officers of the Society shall be:- Chairperson, Secretary and Treasurer. Officers must be elected and voted by the Board of Trustees who may at any time revoke such appointment.
31. The Chairperson shall preside at all General Meetings of the Society and at Meetings of the Board of Trustees. In his absence, the General Meeting or the Executive Committee Meeting shall elect a person to preside as Acting Chairperson for the purpose of such meeting. The Chairperson, and the Acting Chairperson if presiding, will not have a vote save that in the event of an equality of votes such Chairperson or Acting Chairperson shall have the right to exercise a casting vote.
32. The Secretary shall be responsible for:
- (1) Calling all General Meetings and Board of Trustee Meetings.
 - (2) Keeping minutes of the proceedings at all General Meetings and Board of Trustee Meetings.
 - (3) Keeping a record of attendances at Board of Trustee Meetings.

GENERAL MEETINGS

33. 33.1 An annual general meeting must be held each year and not more than fifteen months may elapse between successive annual general meetings.
- 33.2 33.2 All general meetings other than annual general meeting shall be called extraordinary general meeting.
- 33.3 Any member may propose an EGM to the Trustees, who may call an extraordinary general meeting at any time.
Or
A written request, signed by not less than thirty members, stating the business to be put before such a Meeting, or one fifth of the total membership whichever is the lesser.
34. The business of an Annual General Meeting shall consist of:
- 34.1 The consideration and adoption of the Minutes of the previous Annual General Meeting, together with the Minutes of all Extraordinary Meetings which have been held since the previous Annual General Meeting.
 - 34.2 The consideration and adoption of the report of the Board of Trustees.
 - 34.3 The consideration and adoption of the statement of Accounts submitted by the Treasurer.
 - 34.4 Business submitted by (a) the Board of Trustees and (b) members.

- 34.5 The election of The Board of Trustees in accordance with the provisions of Articles 23 and 10 respectively.
- 34.6 The election of an Auditor or appropriately qualified persons
- 34.7 The transaction of all such other business as by Statute and these Articles can be transacted at an Annual General Meeting.

35. Notice of General Meetings

- 35.1 The minimum periods of notice required to hold a general meeting of the Charity are:
- Twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution.
 - Fourteen clear days for all other extraordinary meetings
- 35.2 A general meeting may be called by shorter notice if it is so agreed:
- In the case of an annual general meeting, by all the members entitled to attend and vote; and
 - In the case of an extraordinary meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.
- 35.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 35.4 The notice must be given to all the members and to the Trustees and auditors.
36. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

PROCEEDINGS AT GENERAL MEETINGS

37. 37.1 No business shall be transacted at any general meeting unless a quorum is present.
- 37.2 37.2 A quorum is:
- 30 members entitled to vote upon the business to be conducted at the meeting, or
 - One tenth of the total membership at the time
- whichever is the greater.
- 37.3 The authorised representative of a member organisation shall be counted in the quorum.
38. 38.1 If
- a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - b) during a meeting a quorum ceases to be present;
- The meeting shall be adjourned to such time and place as the Board of Trustees shall determine.
- 38.2 The Board of Trustees 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.
- 38.3 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 at that time shall constitute the quorum for that meeting.
39. 39.1 General meetings shall be chaired by the person who has been appointed to chair meetings by the Board of Trustees.
- 39.2 If there is no such person or he or she is not present with fifteen minutes of the time appointed for the meeting, a Trustee nominated by the Board of Trustees shall chair the meeting.
- 39.3 If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- 39.4 If no Trustee is present and willing to chair the meeting, within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
40. 40.1 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 40.2 The person who is chairing the meeting must decide the date, time and place at which meeting, is to be reconvened unless those details are specified in the resolution.

40.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

41. 41.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll* is demanded
- a) by the person chairing the meeting; or
 - b) by at least two members having the right to vote at the meeting

* A poll is a formal count of votes on a resolution. It can be useful where a show of hands is inconclusive.

- 41.2 a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
- b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

- 41.3 a) A poll must be taken as the person who is chairing the meeting directs.
- b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

42 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote.

43. Votes of Members:

43.1 Every member shall have one vote except the person chairing the meeting, who shall not have a vote except in the event of an equality of votes when he/she shall have the right to exercise a casting vote.

43.2 No member shall be entitled to vote at any general meeting, or at any adjourned meeting if he or she owes any money to the Charity

44 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

45. Appointment of Trustees

The Charity may by ordinary resolution:

- Appoint a person who is willing to act to be a Trustee.
- Appointment takes place annually at the General Meeting. Trustees must be nominated, seconded and a majority vote carried.

46. No person may be appointed a Trustee at any general meeting unless:

1. He or she is recommended for re-election by the Trustees; or
2. Not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that
 - a) is signed by a member entitled to vote at the meeting;
 - b) states the member's intention to propose the appointment of a person as a Trustee
 - c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House;
 - d) and is signed by the person who is to be proposed to show his or her willingness to be appointed

MINUTES

47. Minutes shall be kept of the proceedings of every Meeting of the Society and of the Board of Trustees in a book or books to be kept for that purpose, and they shall if confirmed be signed by the Chairman of the General Meeting or of the Meeting of the Board of Trustees next following respectively.

ACCOUNTS

48. 48.1 The Trustees must prepare for each financial year accounts as required by section 226 (or if applicable section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standard issued or adopted by the Accounting Standard Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

48.2 The Trustees must keep accounting records as required by sections 221 and 22 of the Act.

49. The books of account shall be kept at the registered office of the Society, or subject to Section 147 (3) of the Companies Act, 1948, at such, other place or places as the Board of Trustees shall think fit and shall always be open to the inspection of the Board of Trustees.

50. At the Annual General Meeting in every year the Board of Trustees shall lay before the Society a proper income and expenditure account

for the period since the last preceding account made up to a date not more than four months before such Meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall, be accompanied by proper reports of the Board of Trustees and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not be less than twenty-one clear days before the date of the Meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the Meeting as required by Section 162 of the Companies Act, 1948.

51. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditors or appropriately qualified external person/s.
52. Accountants shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Companies Act, 1948.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

53. 53.1 The Trustees must comply with the requirements of the Charities Act 1993 with regard to:
- a) the transmission of the statements of account to the Charity;
 - b) the preparation of an annual report and its transmission to the Commission;
 - c) the preparation of an annual return and its transmission to the Commission.
- 53.2 The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
- 53.3 Any notice may be given to or by any person pursuant to the articles:
- 1) must be in writing; or
 - 2) must be given using electronic communications
54. 54.1 The Charity may give any notice to a member either:
- a) personally
 - b) by sending it by post or in a prepaid envelope address to the member at his or her address; or
 - c) by leaving it at the address of the member; or
 - d) by giving it using electronic communications to the member's address
- 54.2 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 54.3 A member present in person at the meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

ALTERATION TO ARTICLES

55. The Society may by Special Resolution repeal or alter all or any of these Articles and make new Articles in lieu of or in addition to any of these Articles, and any such new Articles shall be subject to repeal or alteration in like manner.

SEAL

56. If the Charity has a seal it must only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

DISSOLUTION

57. Clause 8 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in those articles.

INDEMNITY

58. The Charity shall indemnify every Trustee or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Trustee or in which the Trustee is acquitted or in connection with any application in which relief is granted to the Trustee by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

RULES OF THE CHARITY

59. 59.1 The Trustees may from time to time make such reasonable and proper rules or by laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- 59.2 The by-laws may regulate the following matters but are not restricted to them:
- a) the admission of members to the Charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers
 - c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Act or by these Articles;
 - e) generally, all such matters as are commonly the subject matter of company rules.
- 59.3 The Charity in general meeting has the power to alter, add or to repeal the rules or by-laws.
- 59.4 The Trustees must adopt such means as they think sufficient to bring the rules and by-laws to the notice of members of the Charity.
- 59.5 The rules or by-laws, shall be binding on all members of the Charity. No rules or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.