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**The Companies Act 1985**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT**  
**HAVING A SHARE CAPITAL**  
**-ooOoo-**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**OASIS CHILDREN'S VENTURE**

**Dated 1st April 1992**

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**PRELIMINARY**

1. For the avoidance of doubt these Articles are made as near as circumstances admit in accordance with the Companies (Tables A-F) regulations 1985 and Table C thereof AND Table C shall constitute the Articles of the Company except as amended herein whether expressly or by implication.

**INTERPRETATION**

2. In these regulations, if not inconsistent with the subject or context, the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column thereof:-

**Words**

**Meanings**

"The Act"	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
The "Articles"	The Articles of the Company.
"Executed"	Includes any mode of execution.
"Office"	The registered office of the Company.
"Seal"	The common Seal of the Company.

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"Committee of Management" "Management Committee" and "Committee"	Board of Directors as in the Act.
"Management Committee member" and "Committee member"	Director as in the Act.
"Company Secretary"	The person appointed to perform the statutory duties of the Secretary of the Company, including a Joint, an Assistant or Deputy Secretary whether a Management Committee member, an employee or other person.
"Chair"	Any Chair, Chairman, Chairwoman or Chairperson of the Company or any other person appointed to perform the duties of the Chair of the Company, or as the context shall admit any Vice-Chair, Deputy Chair or other person presiding at a meeting.
"Officers"	Any Officers established by the Venture under Article 39 of these Articles.
"United Kingdom"	Great Britain and Northern Ireland.
The "Venture"	The Company established by these Articles.
"In writing"	Written or produced by any substitute for writing, including references to printing, lithography, photography, xerography and other modes of representing or reproducing words or figures in a visible form, or partly written and partly so produced.

Words importing the single number only, shall include the plural number and vice versa.

The words "they", "their", "them", "theirs" or "themselves" respectively shall be construed, as the context admits, as meaning "he or she", "his or hers", "him or her" or "himself or herself" respectively, as is consistent with the Companies (Table A-F) regulations 1985, and any corresponding part thereof.

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.

### **MEMBERS**

3. Membership shall be open to all who support the aims and objectives of the Venture (but the Management Committee shall be under no obligation to give its reasons for declining any application for membership), and shall comprise of individuals, corporations or persons with the following status:-
  - (a) Ordinary voting members who are:
    - (i) the subscribers to the Memorandum of Association of the Company;
    - (ii) subject to these Articles, those individual persons or corporations who are admitted to ordinary membership by the Management Committee, subject to such requirements and bye-laws as the Management Committee may determine;
    - (iii) subject to these Articles, persons nominated by such unincorporated associations as the Management Committee may recognise for this purpose who are admitted to ordinary membership by the Management Committee, subject to such requirements and bye-laws as the Management Committee may determine. An organisation which has nominated one of its members as aforesaid may from time to time revoke the nomination of such member and nominate another person in their place and the Management Committee shall at its absolute discretion determine whether that person shall be admitted to membership. Upon receipt by the Management Committee of any such revocation of nomination such member shall ipso facto cease to be a member of the Venture. Any person nominated in his or her place shall, if duly approved by the Management Committee, become a member of the Venture.
  - (b) Honorary members, being individuals, corporations, committees or unincorporated associations whether entitled or not to become members under the above provisions, nominated for membership by the Management Committee for special services or for special cause and elected at a General Meeting, provided that honorary members shall not be members under the Act and may not vote at General Meetings.
  - (c) Such other class or classes of voting or non-voting members as the Management Committee may from time to time determine.
4. The rights of any member shall be personal and shall not be transferable.

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5. In relation to admission to membership the Management Committee may from time to time make (and vary) rules for membership of each and any class of member. The Management Committee may from time to time (but without prejudice to the generality of their powers in that regard) require the payment of any subscription whether annual or otherwise.
  6. If any subscription or membership fee payable is not paid on the due date set by the Management Committee at the Committee meeting next ensuing, such membership shall automatically lapse. However, the Management Committee may re-admit to membership any person who has ceased to be a member subject to him or her paying an amount in respect of arrears of subscription, or any other sum as the Management Committee may determine.
  7. The Management Committee shall have the power at any time to remove from membership a member, (other than a member who is a member of the Management Committee), whose continued membership is contrary to the interests of the Venture, PROVIDED THAT:
    - (a) the member concerned shall be given 21 days notice of such intended resolution;
    - (b) she or he shall be entitled to be heard on the resolution at the meeting and where such member makes with respect thereto a representation in writing to the Venture (not exceeding a reasonable length) and requests notification to the Management Committee, this shall be circulated in advance of the meeting (unless the representations are received too late for that to be possible in default of which the member may require that representation shall be read out at the meeting).

#### **PRESIDENT, PATRONS AND VICE-PRESIDENTS**

8. The Venture in General Meeting may appoint one President and the President for the time being shall retire at each Annual General Meeting of the Venture, but shall be eligible for re-election and if no appointment is made by the Venture in General Meeting then the Management Committee may appoint a President who may serve until the next Annual General Meeting. The Venture in General Meeting may appoint such Patron or Patrons and Vice President or Vice Presidents without limit of number and the Patrons and Vice Presidents for the time being shall retire at each Annual General Meeting of the Venture but shall be eligible for re-election. Any President and any Vice President or Vice Presidents and any Patron or Patrons shall be entitled to attend and speak at meetings of the Management Committee and General Meetings of the Venture but shall have no right to vote at any such meetings. It shall not be necessary for any President, Patrons or Vice Presidents to have any special qualification for office, either by way of subscription, donation or otherwise.

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**REGISTER OF MEMBERS**

9. In accordance with the Act, the Venture shall keep a register of members and enter in it the following particulars:-
- (a) the names and addresses of the members,
  - (b) the date on which each person was registered as a member,
  - (c) the date on which any person ceased to be a member, and
  - (d) the class of membership to which each member belongs.
10. The register of members shall be kept at the registered office of the Venture. Pursuant to the Act, the register shall, during business hours for not less than two hours each day, be open to inspection by any member of the Venture without charge and to any other person on payment of charges set out in the Act.

**GENERAL MEETINGS**

11. Subject to these Articles, the provisions of the (Tables A-F) regulations 1985 shall apply to the calling of General Meetings and to procedures at General Meetings save that there shall not be proxies or proxy votes and save that the quorum shall be two.
12. The Venture 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 Management Committee, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Venture holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
13. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Management Committee may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.
14. Besides members of the Venture, General Meetings may be attended by observers. This may include all persons employed or retained by the Venture whether on a full-time, part-time or ad hoc basis and whether or not in receipt of salary emoluments of employment plus any other person at the discretion of the Chair, but such persons shall not be entitled to vote.

**NOTICE OF GENERAL MEETINGS**

- 15.** 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 committee member shall be called by at least twenty-one days notice but a General Meeting may be called by shorter notice if it so agreed
- (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together comprising not less than ninety-five per cent of the entire membership.
- 16.** 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.
- 17.** The notice shall be given to all the members, and to the committee members and auditors.
- 18.** 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**

- 19.** The business to be transacted at an Annual General Meeting shall be the consideration of the accounts, balance sheets and the reports of the Management Committee and auditors, the election of members of the Management Committee and the appointment of and the fixing of the remuneration of, the auditors. No other business shall be transacted at the Annual General Meeting.
- 20.** No business shall be transacted at any meeting unless the number of members who are present is equal to or greater than the quorum. The quorum shall be whichever is the greater of ONE TENTH of the members or THREE members.
- 21.** 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.

22. The Chair of the Management Committee or in her or his absence some other committee member nominated by the Management Committee shall preside as chair of the meeting, but if neither the Chair nor such other Management committee member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Management committee members present shall elect one of their number to be chair and, if there is only one present and willing to act that committee member shall be chair.
23. If no Management committee member is willing to act as chair, or if no Management 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 chair.
24. The Chair 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.

#### **VOTING AT GENERAL MEETINGS**

25. No member other than an ordinary member shall be entitled to vote at General Meetings.
26. Subject to these Articles, the provisions of the Companies Act (Tables A-F) regulations 1985 shall apply in general to voting by show of hands and to demanding and conducting of a poll, save that there shall be no proxies or proxy votes.
27. 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.
28. On a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, shall have one vote and on a poll every ordinary member shall have one vote.
29. Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority 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.
30. Subject to the provisions of the Act, a poll may be demanded:-

- (a) by the Chair; or
  - (b) by at least two members having the right to vote at the meeting.
- 31.** The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair 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.
- 32.** A poll shall be taken as the Chair directs and the Chair 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.
- 33.** In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote she or he may have.
- 34.** A poll demanded on the election of a Chair or 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 Chair 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.
- 35.** 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.
- 36.** Subject to the provisions of the Act, a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Venture duly convened and held. The resolution may consist of several instruments in the like form each executed by or on behalf of one or more members.
- 37.** 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 Chair whose decision shall be final and conclusive

## **THE COMMITTEE**



- 38.** There may not be alternate directors or committee members. Unless otherwise determined by ordinary resolution, the Venture in General Meeting or at the Annual General Meeting shall as it seems fit, determine the number of committee members to be elected at the Annual General Meeting and whether any of the members shall be elected to hold offices such as Chair, Secretary or Treasurer or other such offices as may be thought fit PROVIDED THAT the total number of committee members shall be not less than THREE and subject to the power of the Management Committee to appoint additional committee members.
- 39.** Subject to the power of the Management Committee to appoint additional members to the Management Committee, the Management Committee shall be elected at each Annual General Meeting and shall (unless otherwise determined by the Venture in General Meeting or at the Annual General Meeting) consist of:-
- (i) the Chair and Vice-Chair;
  - (ii) any such other officers as the Venture in General Meeting or at the Annual General Meeting may determine (such as Secretary, Treasurer or Minutes Secretary);
  - (iii) ordinary members of the Management Committee, the number of which shall not be fixed and shall be determined by the Venture in General Meeting or at the Annual General Meeting PROVIDED THAT the Management Committee may appoint any of their number to hold office as stated in Article 51 of these Articles.
- 40.** Members of the Management Committee shall hold office from the end of the meeting at which they are elected until the end of the Annual General Meeting next following their election or appointment when they shall be eligible for re-election.
- 41.** The first members of the Management Committee shall be appointed by the subscribers and shall hold office until the end of the first Annual General Meeting of the Venture.
- 42.** The committee members shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from committee meetings or General Meetings of the Venture or in connection with the business of the Venture.

43. The Management Committee may require members of staff to attend Management Committee meetings. Members of staff attend the meetings as an observer, without the power to vote but may address the meeting at the invitation of the Chair. The Management Committee shall have the right to request staff members to withdraw from a meeting for every resolution which concerns the terms and conditions of employment of the staff.

#### **POWERS OF THE COMMITTEE**

44. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Venture shall be managed by the Management Committee who may exercise all the powers of the Venture. No alteration of the Memorandum or 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.

Without prejudice to the general powers and the other powers conferred by these Articles, it is hereby expressly declared that the Management Committee shall have the following powers, that is to say:

- (a) To agree and pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Venture and the preparation, adoption and registration of the Venture's Memorandum of Association and of these Articles.
- (b) To purchase or otherwise acquire for the Venture any property, rights or privileges which the Venture is authorised to acquire at such price, and generally on such terms and conditions as the Management Committee think fit.
- (c) To secure the fulfilment of any contracts or engagements entered into by the Venture by mortgage or charge on all or any of the property of the Venture by mortgage or charge on all or any of the property of the Venture, or in such manner as the Management Committee think fit.
- (d) To take offices or acquire premises for the use of the Venture, and to appoint, and at the discretion of the Management Committee, remove or suspend such managers, officers, clerks, agents and servants, whether engaged for permanent, temporary or special services, and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as the Management Committee think fit.

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- (e) To engage professional or other assistance in connection with the business of the Venture and subject to the provision of the Memorandum of Association to pay reasonable fees or remuneration for the same as the Management Committee may think fit.
  - (f) To appoint any person or persons whether incorporated or not to act as trustee or trustees to accept and hold in trust for the Venture any property belonging to the Venture or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and (subject to the provisions of the Memorandum of Association) to provide for the remuneration of such trustee or trustees.
  - (g) To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Venture or its officers, or otherwise concerning the affairs of the Venture and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Venture.
  - (h) To refer any claims or demands by or against the Venture to arbitration and observe and perform the awards.
  - (i) To make and give receipts, releases and other discharges for money payable to the Venture and for the claims and demands of the Venture.
  - (j) To borrow or raise any money that may be required by the Venture upon such terms as the Management Committee may think fit but subject nevertheless to the provisions contained in the Memorandum of Association, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Venture, or by mortgage or charge of all or any part of the property of the Venture.
  - (k) To affix the seal of the Venture to all deeds and documents requiring the same and determine who shall be authorised to fix the seal to the required document.
  - (l) To determine who shall be entitled to sign on the Venture's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents PROVIDED THAT all cheques shall be signed by at least two members of the Management Committee.
  - (m) To invest and deal with any of the moneys of the Venture not immediately required for the purposes thereof, upon such securities for the time being authorised by law for the investment of trust funds or to place on deposit at interest and in such manner as the Management Committee may think fit and from time to time to vary or realise.

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- (n) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Venture as the Management Committee may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Venture.
- (o) To appoint, by power of attorney or otherwise, any person to be the agent of the Venture for such purposes and on such conditions as the Management Committee determine, including authority for the agent to delegate all or any of her or his powers.
- (p) In accordance with the appropriate provisions of The Companies (Tables A-F) Regulations 1985 and subject to any terms or conditions, rules or bye-laws which the Management Committee may impose, to appoint Sub Committees in relation to any particular project or area of business of the Venture, PROVIDED THAT the majority of the members of any such sub-committee shall be members of the Management Committee AND PROVIDED THAT any such Sub Committee shall report back to the Management Committee on its proceedings at the earliest reasonable opportunity AND shall be subject to any regulations or bye-laws the Management Committee may from time to time impose.
- (q) To make and impose, vary and repeal standing orders, bye-laws, rules and regulations for the administration and government of the Venture and for carrying its objects into effect, as it may deem necessary or convenient for the proper conduct and management of the Venture, PROVIDED always that the same shall not in any way affect, vary or alter the provisions contained in these Articles.

#### **RULES OR BYE-LAWS**

- 45.** As set out above in Clause 44 of these Articles, the Committee may from time to time make such rules or bye-laws as it may deem necessary or convenient for the proper conduct and management of the Venture and in particular, but without prejudice to the generality of the foregoing, such rules or bye-laws may regulate:-
- (a) the admission and classification of members of the Venture 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;
- (b) the conduct of members of the Venture in relation to one another and to the Venture's employees;
- (c) the setting aside of the whole or any part or parts of the Venture'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 Committee and Sub-Committees in so far as such procedure is not regulated by these Articles; and
  - (e) generally, all such matters as are commonly the subject matter of the Venture's rules.
- 46.** The Venture in General Meeting shall have the power to alter or repeal the rules or bye-laws and to make additions to them and the Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Venture all such rules or bye-laws, which so long as they shall be in force, shall be binding on all members of the Venture, provided, nevertheless, that no rules or bye-laws shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Venture.

#### **APPOINTMENT AND RETIREMENT OF COMMITTEE**

- 47.** At each Annual General Meeting all the members of the Management Committee shall retire from office, but shall be eligible for re-election. Only a member of the Venture may be a committee member.
- 48.** No person other than a retiring committee member shall be appointed as a committee member unless she or he has given notice in writing, at least seven days in advance, of her or his intention to stand for election to the Management Committee. The notice shall be in such form as the Management Committee may determine and the notice shall also include those particulars which would, if she or he were so appointed, be required to be included in the Company's register of directors, together with a signed consent to act as a director if appointed.
- 49.** Subject as aforesaid, the members of the Venture may by ordinary resolution at a General Meeting appoint a person who is willing, to be a committee member either to fill a vacancy or as an additional committee member, to serve to the Annual General Meeting following or to such earlier date as the members may in making the appointment determine.
- 50.** The Management Committee may appoint a person who is willing to act to be a committee member, either to fill a vacancy or as an additional committee member, subject to any limit of number which the Venture may in General Meeting or at the Annual General Meeting impose from time to time. A committee member so appointed shall hold office only until the next following Annual General Meeting or to such earlier date as the Management Committee may in making the appointment determine, but she or he shall be eligible for re-election at the next following Annual General Meeting. Such a committee member shall be entitled to exercise the same rights, duties and powers as any other member of the Management Committee.

51. The Management Committee may appoint any of their number to hold any office, such as Chair, Secretary or Treasurer or any other such office as they may think fit where the Venture in General Meeting or at the Annual General Meeting last preceding has determined that a member of the Management Committee shall be elected to hold a particular office but the General Meeting or Annual General Meeting last preceding has not elected any person to that office.

#### **DISQUALIFICATION OF MEMBERS OF THE MANAGEMENT COMMITTEE**

52. The office of a member of the Management Committee of the Venture shall be vacated:-
- (a) if she or he becomes bankrupt or makes any arrangement or composition with her or his creditors generally;
  - (b) if she or he is admitted to hospital in pursuance of an application for treatment under the Mental Health Act 1983, or in Scotland an application for treatment under the Mental Health Act 1960, (or under any statutory modification or re-enactment thereof or similar Act for the time being in force), or an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for her or his detention or for the appointment of a receiver, curator bonis, or other person to exercise powers with respect to her or his properties or affairs;
  - (c) if she or he ceases to be a member of the Venture;
  - (d) if by notice in writing to the Venture she or he resigns her or his office;
  - (e) if she or he ceases to hold office by virtue of any provision of the Act or she or he becomes prohibited by law from being a Director of a Company;
  - (f) if, having been nominated by an organisation recognised by the Management Committee for the purpose and duly admitted to membership by the Management Committee, that nomination is revoked, such a member shall cease to be a member of the Management Committee when notice is received in writing from the organisation, provided that shall not prejudice that person to be appointed as an individual member of the Venture and its Management Committee;
  - (g) if she or he fails to attend three consecutive Management Committee meetings without receipt of an apology for each meeting;
  - (h) if she or he is removed for reasons listed under Article 53 below.

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- 53.** The Management Committee shall have the power at any time to remove from office any elected committee member in respect of whom the Management Committee reasonably consider there is substantial evidence indicating that the committee member or the group or organisation she or he represents:-
- (a) wilfully promotes enmity or hatred toward any person or class of person, or between classes of people on the basis of race or colour, racial or national origin, or religion or religious views;
  - (b) ceases to support the objects of the Venture; or
  - (c) is bringing the Venture into disrepute.
- 54.** Special notice shall be required of any resolution to remove a committee member or to appoint somebody instead of a committee member so removed at the meeting at which she or he is removed, and on receipt of a notice of an intended resolution to remove a committee member, the Venture shall forthwith send a copy thereof to the committee member concerned and the committee member shall be entitled to be heard on the resolution at the meeting.

Where notice is given of an intended resolution to remove a committee member and the committee member concerned makes with respect thereto representations in writing to the Venture (not exceeding a reasonable length) and requests their notification to committee members, the Venture shall, unless the representations are received too late for it do so, in any notice of the resolution to committee members, state the fact of the resolutions having been made and send a copy of the representations to every committee member. If a copy of the representations is not sent aforesaid because received too late or because of the Venture's default the committee member may (without prejudice to his or her right to be heard orally) require that the representations shall be read out at the meeting.

- 55.** A resolution to remove a committee member, under the Articles, shall not be valid unless passed by a majority of the committee members, whether or not present at the meeting at which such a resolution is taken.
- 56.** A vacancy created by the removal of a committee member if not filled at the meeting at which she or he is removed may be filled as a casual vacancy by the Management Committee provided that the person appointed committee member in place of a person removed shall hold office only until the following Annual General Meeting and shall then be eligible for election.
- 57.** A management committee member who is removed for reasons stated under Article 53 may also be removed from membership of the Venture under Article 7 of these Articles.

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**INTERESTS OF MEMBERS**

- 58.** With regard to committee members appointments and committee members interests, subject to these Articles, the provisions of the Companies Act (Tables A-F) regulations 1985 shall apply.
- (a) Subject to the provisions of the Act, and subject to the over-riding provisions of the Memorandum of Association that a member may not personally benefit from the business of the Venture and provided that they have disclosed to the members the nature and extent of any material interest of theirs, a member not withstanding their office may be director or other officer of, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Venture or in which the Venture is otherwise interested.
- (b) To the ends described above a general notice given to the members that a member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member has an interest in any such transaction of the nature and extent so specified, and
- (c) an interest of which a member has no knowledge and of which it is unreasonable to expect her or him to have knowledge shall not be treated as an interest of hers or his.

**PROCEEDINGS OF THE COMMITTEE**

- 59.** Subject to these Articles, the provisions of the Company's Act (Tables A-F) regulations 1985 shall in general apply to the proceedings of the Committee save that there shall not be alternate committee members.
- 60.** Subject to the provisions of the Articles, the Committee may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as the Management Committee think fit. The Officers at the request of three 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 Chair shall have a second or casting vote.
- 61.** Unless unwilling to do so, the Chair, or the Vice-Chair, of the Venture shall preside at meetings of the Committee. But if there is no such Chair or Vice-Chair in office or they are unwilling to act, or if at any meeting the Chair or the Vice-Chair are not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the members of the Management Committee present shall choose one of their number to be chair of the meeting.
- 62.** No business may be transacted at any meeting of the Committee unless the number of members present who are entitled to vote on the business to be



transacted is equal to or greater than the quorum. The quorum for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed at any greater number ONE TENTH of the members or THREE members whichever is the greater shall constitute the QUORUM, PROVIDED THAT any change of the quorum may only be made by a meeting that is quorate.

63. A meeting of the Management Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Venture for the time being vested in the Management Committee generally.
64. Continuing committee members or a sole continuing committee member may act notwithstanding any vacancies in their number, but, if the number of committee members is less than the number fixed as a the quorum, the continuing committee members or committee member may act only for the purpose of filling vacancies or of calling a General Meeting.
65. All acts done by a meeting of committee members, or of a Sub-Committee of committee members, or by a person acting as a committee member or a sub-committee member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any committee member or sub-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 or sub-committee member and had been entitled to vote.
66. A resolution in writing signed by all the members of the Management Committee or of a Sub-Committee of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of committee members or (as the case may be) a Sub-Committee of committee members duly convened and held and may consist of several documents in the like form each signed by one or more committee members.
67. Save as otherwise provided by the Articles and subject to the over-riding restriction of the Memorandum of Association that members may not personally benefit from the Venture, a committee member shall not vote at a meeting of committee members on any resolution concerning a matter in which she or he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Venture unless her or his interest or duty arises only because the case falls within one or more of the following paragraphs;
  - (a) the resolution relates to the giving to her or him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by her or him for the benefit of the Venture;
  - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Venture or any of its subsidiaries

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for which the committee member has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.

- 68.** For the purposes of this regulation an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Venture) connected with a committee member shall be treated as an interest of the committee member.
- 69.** A management committee member shall not be counted in the quorum present at a meeting in relation to a resolution in which he or she is not entitled to vote.
- 70.** If a question arises at a meeting of committee members or of a Committee of committee members as to the right of a committee member to vote, the question may, before the conclusion of the meeting, be referred to the Chair of the meeting and the ruling of the Chair in relation to any committee member other than themselves shall be final and conclusive.

#### **MINUTES**

- 71.** The Committee shall cause minutes to be made in books kept for the purpose:-
- (a) of all appointments of Officers made by the Committee; and
  - (b) of all proceedings at meetings of the Venture, and of the Committee, and of Sub-Committees of committee members, including the names of the committee members present at each such meeting.
- 72.** All business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

**COMPANY SECRETARY**

73. As required by and subject to the provisions of the Act, the Venture shall appoint a Company Secretary who may or may not be a member of the Management Committee. She or he may be an employee or a person who could receive remuneration for the position, provided that when the Company Secretary is a member of the Management Committee she or he shall not receive any remuneration. The Company Secretary shall be appointed by the Committee for such term, at such remuneration and upon such conditions as they may think fit, and any Company Secretary so appointed may be removed by the Committee. The Management Committee may from time to time by resolution appoint an assistant or deputy Company Secretary, and any person so appointed may act in place of the Company Secretary if there be no Company Secretary or no Company Secretary capable of acting.

**THE SEAL**

74. The Seal shall only be used by the authority of the Committee or of a Sub-Committee of committee members authorised by the Committee. Two committee members or the Company Secretary and one committee member shall sign and attest any instrument to which the Seal is fixed and the Management Committee shall determine who they shall be.

**ACCOUNTS**

75. The Management Committee shall cause accounting records to be kept in accordance with the requirements of the Act.
76. The accounting records shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Management Committee shall think fit, and shall always be open to the inspection of the members of the Management Committee of the Venture.
77. The Management Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Venture or any of them shall be open to the inspection of members not being members of the Management Committee of the Venture, and no member (not being a member of the Management Committee) shall have any right of inspecting any accounting records or other book or document of the Venture except as conferred by statute or authorised by the Management Committee or by the Venture in General Meeting.

- 78.** At the Annual General Meeting in every year the Management Committee shall in accordance with the provisions of the Act lay before the Venture an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Venture 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 Management Committee 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 less than twenty-one clear days before the date of the meeting at which they are to be laid be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General Meetings in accordance with section 240 of the Act 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 241(2) of the Act.

#### **AUDIT**

- 79.** In accordance with the provisions of the Act once at least in every year the accounts of the Venture shall be audited in accordance with approved audit standards by one or more properly qualified auditor or auditors who shall report on whether and to what extent in their opinion the accounts give a true and fair view of the affairs of the Venture.
- 80.** Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Management Committee being treated for all purposes as the Directors mentioned in those provisions. None of the following persons shall be appointed as Auditors to the Venture:-
- (a) a member of the Venture;
  - (b) a member of the Management Committee;
  - (c) an employee of the Venture;
  - (d) an officer or a President, Vice-President or Patron of the Venture;
  - (e) any person interested in any contract (other than a contract arising from her or his appointment and duties as Auditor) with the Venture;
  - (f) any person who is a partner or in the employment of a person in categories (a) to (f).

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**NOTICES**

- 81.** Subject to these Articles, the provisions of the Companies (Tables A-F) regulations 1985 shall apply in respect of Notices.
- 82.** Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Committee need not be in writing.
- 83.** The Venture may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Venture an address within the United Kingdom shall be entitled to have notices given to them at that address, but otherwise no such member shall be entitled to receive any notice from the Venture.
- 84.** A member present, shall be deemed to have received notice of the meetings and, where requisite, of the purposes for which it was called.
- 85.** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

**NAMES AND ADDRESSES OF SUBSCRIBERS TO THE MEMORANDUM:**

Evelyn E. Elgar  
32 Edithna Street  
Clapham North  
London SW9 9JP.

David Slack  
64 Upland Road  
East Dulwich  
London SE22 0DB.