



## **CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY**

Company No. 8004161

The Registrar of Companies for England and Wales, hereby certifies that

### **CAMBRIAN MINES TRUST**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **23rd March 2012**

# **PRIVATE COMPANY LIMITED BY GUARANTEE WITH NO SHARE CAPITAL.**

## **ARTICLES OF ASSOCIATION FOR CAMBRIAN MINES TRUST**

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### INTERPRETATION AND LIMITATION OF LIABILITY

#### **Defined terms**

- 1. In the articles, unless the context requires otherwise—

“Trust” means Cambrian Mines Trust

“articles” means the Trust’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairman” has the meaning given in article 12;

“chairman of the meeting” has the meaning given in article 25;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Trust;

“director” means a director of the Trust. The directors are Trust trustees as defined by section 97 of the Charities Act 1993;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member” has the meaning given in section 112 of the Companies Act 2006;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 31;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Trust.

Apart from the exception mentioned in the previous paragraph a reference to an Act of parliament includes any statutory modification or reenactment of it for the time being in force.

## **Liability of members**

**2.** The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Trust in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the Trust's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## **Object**

**3.** The object of the Trust is to advance the education of the public by securing the preservation restoration improvement enhancement and maintenance of features and objects of industrial, scientific, social and historical interest relating to the winning and working of minerals, slate and stone in Wales and the counties immediately adjoining including the provision of museums and visitor centres for the display of such features and objects and the organisation of meetings, exhibitions, lectures, publications and other forms of instruction relevant to the historical, social and industrial development of mining and quarrying in the said area, for the benefit of the people.

## **Powers**

**4.** In furtherance of the above-mentioned object but not further or otherwise and shall have the following powers:-

- (a) To preserve restore reopen and recreate for the benefit of the public, mines, quarries, pits, levels, drives and drifts, both surface and underground associated features, and where appropriate to promote and set up museums, visitor centres and visual and aural aids to interpretation in connection therewith.
- (b) To acquire artefacts for museums and visitor centres and carry out restoration and research work and to educate the public by the display and dissemination of the results of the restoration and research conducted and to carry out works for the improvement and development of the museums or visitor centres.
- (c) To provide educational and lecturing facilities and tours at the museum or visitor centre.
- (d) Subject to the provisions hereinafter contained as to any property subject to the jurisdiction of the Charity Commissioners of England and Wales, to purchase, take on lease, or in exchange hire or otherwise acquire any real or personal property and any rights or privileges the acquisition of which the Trust may from time to time think necessary for the promotion of its objects or any of them, and to construct, maintain, add to, improve, furnish, equip and alter any building or erection necessary for the work of the Trust.
- (e) Subject to such consents as are required by law to sell, let, mortgage, turn to account, manage and improve all or any of the property or assets of the Trust subject to such terms and conditions as may be thought expedient and to exercise any rights, privileges or advantages, easements or other benefits for the time being attached to such property or assets and to undertake, maintain, execute and do all such lawful acts, matters and things as the Trust may be obliged or required or ought to do as the owner of such property or

assets, but subject to the following restrictions:

1. The Trust shall create not mortgage, charge, pledge or any encumbrance (other than those arising by operation of law) over any exhibit or material comprised in or acquired for the purposes of display in the Museum and provided further that no such exhibit or material shall be disposed of unless it is offered first to any charitable institution, museum, school, college or university by exchange, gift or private treaty sale before such exhibits or materials are offered for sale to the public by auction or in any other manner.
2. In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Trust shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees of the Trust shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects, and defaults, and for the due administration of such property in the same manner and to the extent as they would as such Board of Trustees have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Trustees, but they shall, as regards any such property be subject, jointly and separately to such control or authority, as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with the same in such manner as allowed by law having regard to such trusts.

- (f) To obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or other lawful methods, and to accept and receive any gifts or property of any description, whether subject to any special trust or not, for any one or more of the objects of the Trust.
- (g) To act as trustees and to undertake and execute any charitable trust which may lawfully be undertaken by the Trust and may be necessary for the attainment of its objects, and to perform any services in furtherance of the objects of the Trust, gratuitously or otherwise.
- (h) To retain or employ professional or technical advisers or workers not being members of the Board in furtherance of the objects of the Trust and to pay such fees for their services as are reasonable.
- (i) To employ any Trust, person or firm (other than as a Trustee) to manage or assist in the day-to-day management of the Trust and of the Trust's Property or any part thereof subject always to the control and supervision of the Trustees and upon such reasonable terms as the Trustees think fit and to employ and pay a Museum Director and a Clerk to the Trustees and such other officials or staff as the Trustees may in their discretion from time to time determine and to fix such salary subject always to Clause 4 hereof as the Trustees may deem proper and to enter into any service agreements which they shall consider necessary or desirable including power to determine any such employment upon such terms as the Trustees may decide.
- (j) To take such steps by personal or written appeals, public meetings, film shows, sales of booklets souvenirs and advertising matter, or otherwise, as may from time to time be deemed expedient for procuring contributions or donations or income to enable the Trust to carry out any of its objects which may require such assistance.
- (k) Subject to such consents as may be required by law and to the limitation provided by

Clause 3(e) above to borrow, or raise money for the purposes of the Trust on such terms and in such manner as may be thought fit

- (l) To subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its object
- (m) To make any charitable donation either in cash or assets which the Trust may deem expedient.
- (n) To invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (o) To procure and print, publish, issue and distribute gratuitously or otherwise, newspapers, periodicals, books, pamphlets, leaflets, advertisements, appeals or other literature.
- (p) To establish, support, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to any other educational association, society or other body, corporate or unincorporate, established for charitable purposes only and for the purpose of promoting any objects of the Trust to co-operate with manufacturers, dealers or other traders, and with the press and other sources of publicity.
- (q) To transfer or make over with or without valuable consideration any part of the property or assets of the Trust not required for the purposes for which it is formed to any body having charitable purposes or a charitable purpose as its objects or object, provided that such body is by its constitution prohibited from distributing its profits or assets among its members to at least the extent imposed by this Memorandum upon the Trust.
- (r) To amalgamate, federate, affiliate or combine wholly or in part with or to any charitable institutions, societies or companies formed for objects similar to those of the Trust, such institutions, societies or companies being prohibited from distributing profits and assets among their members to at least the extent imposed by this Memorandum upon the Trust.
- (s) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (t) To insure the Trust's property against such risks as the Trustees of the Trust for the time being shall consider it prudent or necessary to insure against and to make reasonable and proper provision for public liability insurance in relation to the activities of the Trust.
- (u) To make rules and regulations with regard to the affairs or the management of the Trust and the museum or visitor centre Provided that such rules and regulations are not inconsistent with the provisions of the Memorandum and Articles of Association.
- (v) To co-operate with, exchange information and advice with, and render financial and other assistance to associations, whether incorporated or unincorporated, the objects of which are exclusively charitable and are of a nature likely to promote the objects of the Trust, but so that nothing herein shall authorise the application of the funds of the Trust to any objects not exclusively charitable.
- (w) To pay out of the Funds of the Trust the costs, charges and expenses of and necessary for the formation and registration of the Trust.
- (x) To do all such other lawful things as are necessary for the attainment of the above objects or

any of them.

Provided that the objects of the Trust shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

### **Application of income and property**

**5.** The income and property of the Trust shall be applied solely towards the promotion of its objects as and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Trust and no member of its Board of Trustees shall be appointed to any office of the Trust paid by salary or fees or received any remuneration or other benefit in money or money's worth from the Trust.

Except that:

- (a) Reasonable and proper remuneration may be paid to any member, officer or servant of the Trust (not being a member of its Board) for any services rendered to the Trust
- (b) A director or any member of its Board of Trustees may be reimbursed for any reasonable out-of-pocket expenses when acting on behalf of the Trust.
- (c) A director may benefit from trustee indemnity insurance cover purchased at the Trusts expense in accordance with, and subject to the conditions in section 73F of the Charities Act 1993.

## **DIRECTORS**

### **DIRECTORS' POWERS AND RESPONSIBILITIES**

#### **Directors' general authority**

**6.**—Subject to the articles, the directors are responsible for the management of the Trust's business, for which purpose they may exercise all the powers of the Trust.

#### **Members' reserve power**

**7.**—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.  
(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

#### **Directors may delegate**

**8.**—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;

- (d) in relation to such matters or territories; and
- (e) on such terms and conditions as they think fit.

- (2) If the directors so specify, any such delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

### **Committees**

- 9.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

## **DECISION-MAKING BY DIRECTORS**

### **Directors to take decisions collectively**

- 10.—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

- (2) If—
  - (a) the Trust only has one director, and
  - (b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

### **Unanimous decisions**

- 11.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

### **Calling a directors' meeting**

- 12.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorizing the Trust secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

- (a) its proposed date and time;
- (b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Trust not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

### **Participation in directors' meetings**

**13.**—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **Quorum for directors' meetings**

**14.**—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the members to appoint further directors.

### **Chairing of directors' meetings**

**15.**—(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

## **Casting vote**

**16.**—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **Directors conflicts of interest**

**17.**—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Trust in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the Trust is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the Trust by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Trust or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the Trust or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Trust or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **Directors conflicts of loyalties**

**18 -1** If a conflict of interest arises because of a duty of loyalty owed to another organization or person and the conflict is not authorized by virtue of any other provision in these articles the unconflicted directors may authorize such a conflict of interest where the following conditions apply

- (a) The conflicted director is absent from the part of the meeting where there is discussion of any arrangement or transaction affecting that organization or person
- (b) The conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and
- (c) The unconflicted directors consider it is in the interests of the Trust to authorize the conflict of interests in the circumstances applying

2 In this article a conflict of interests is arising because of a duty of loyalty owed to another organization or person only refers to such a conflict as does not involve a direct or indirect benefit of any nature to a director or connected person.

## **Records of decisions to be kept**

**19.** The directors must ensure that the Trust keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

## **Directors' discretion to make further rules**

**20.** Subject to the articles, the directors may make any rule which they think fit about how they take decisions, the general day to day running of the Trust or visitor centre or museum, and about how such rules are to be recorded or communicated to directors and others.

## **APPOINTMENT OF DIRECTORS**

### **Methods of appointing directors**

**21.—(1)** Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

- (a) by ordinary resolution, or
- (b) by a decision of the directors.

(2) In any case where, as a result of death, the Trust has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

## **Termination of director's appointment**

### **22. A person ceases to be a director as soon as—**

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) is disqualified as acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory reenactment or modification of that provision)
- (c) a bankruptcy order is made against that person;
- (d) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (e) ceases to be a member of the Trust
- (f) a registered medical practitioner who is treating that person gives a written opinion to the Trust stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (g) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (h) notification is received by the Trust from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

## **Directors' remuneration and benefits**

### **23. No director or connected person shall:**

- (a) receive any remuneration or financial benefit from the Trust
- (b) buy any goods or services from the Trust on terms preferable to those available to the public
- (c) sell any goods, services, or interest in land to the Trust

In this article a 'financial benefit' means any benefit, direct or indirect, which is either money or has a monetary value.

## **Directors' interests**

### **24. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Trust or any transaction or arrangement entered into by the Trust which has not previously been declared. A director must absent himself or herself from any discussions of the Trust directors in which it is possible that a conflict will arise between his or her duty to act solely in the interest of the Trust and any personal interest including but not limited to any personal financial interest.**

## MEMBERS

### BECOMING AND CEASING TO BE A MEMBER

#### **General**

- 25.** The subscribers shall be the first members of the Trust
- 26.** The directors must keep a register of the names and addresses of the members

#### **Applications for membership**

- 27.** No person shall become a member of the Trust unless—
  - (a) that person has completed an application for membership in a form approved by the directors, and
  - (b) the directors have approved the application.

#### **Termination of membership**

- 28.**—(1) A member may withdraw from membership of the Trust by giving 7 days' notice to the Trust in writing.  
(2) Membership is not transferable.  
(3) A person's membership terminates when that person dies or ceases to exist.

## ORGANISATION OF GENERAL MEETINGS

#### **Attendance and speaking at general meetings**

- 29.**—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.  
(2) A person is able to exercise the right to vote at a general meeting when—
  - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.  
(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.  
(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.  
(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

#### **Quorum for general meetings**

**30.** No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

### **Chairing general meetings**

**31.**—(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

### **Attendance and speaking by directors and non-members**

**32.**—(1) Directors may attend and speak at general meetings, whether or not they are members.

(2) The chairman of the meeting may permit other persons who are not members of the Trust to attend and speak at a general meeting.

### **Adjournment**

**33.**—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Trust must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the Trust’s general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## VOTING AT GENERAL MEETINGS

### **Voting: general**

**34.** A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

### **Errors and disputes**

**35.**—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.  
(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

### **Poll votes**

**36.**—(1) A poll on a resolution may be demanded—  
    (a) in advance of the general meeting where it is to be put to the vote, or  
    (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.  
(2) A poll may be demanded by—  
    (a) the chairman of the meeting;  
    (b) the directors;  
    (c) two or more persons having the right to vote on the resolution; or  
    (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.  
(3) A demand for a poll may be withdrawn if—  
    (a) the poll has not yet been taken, and  
    (b) the chairman of the meeting consents to the withdrawal.  
(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

### **Content of proxy notices**

**37.**—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—  
    (a) states the name and address of the member appointing the proxy;  
    (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;  
    (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

- (d) is delivered to the Trust in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Trust may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **Delivery of proxy notices**

- 38.**—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Trust by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Trust a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

### **Amendments to resolutions**

- 39.**—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
  - (a) notice of the proposed amendment is given to the Trust in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
  - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## ADMINISTRATIVE ARRANGEMENTS

### **Means of communication to be used**

**40.**—(1) Subject to the articles, anything sent or supplied by or to the Trust under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorized or required by any provision of that Act to be sent or supplied by or to the Trust.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the Trust that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### **Trust seals**

**41.**—(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the Trust has a common seal and it is affixed to a document, the document must also be signed by at least one authorized person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorized person is—

(a) any director of the Trust;

(b) the Trust secretary (if any); or

(c) any person authorized by the directors for the purpose of signing documents to which the common seal is applied.

### **Minutes**

**42.**--- The directors must keep minutes of all

(1) appointments of officers made by the directors,

(2) proceedings at meetings of the Trust,

(3) meetings of the directors and committees of directors including.

(a) the names of the directors present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate the reasons for the decisions.

## **Accounts**

**43.**--- (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice,

(2) The directors must keep accounting records as required by the Companies Acts.

## **Annual Report and Return and Register of Charities**

**44.** (1) The directors must comply with the requirements of the Charities Act 1993 with regard to the:

- (a) transmission of a copy of the statements of account to the Commission;
  - (b) preparation of an Annual Report and the transmission of a copy of it to the commission;
  - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The directors must notify the commission promptly of any changes to the Trusts entry on the Central Register of charities.

## **Dissolution**

**45.** (1) The members of the Trust may at any time before, and in expectation of, its dissolution resolve that any net assets of the Trust after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Trust 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 or changes for use for particular purposes that fall within the objects.

(2) Subject to any such resolution of the members of the Trust, the directors of the Trust may at any time before and in expectation of its dissolution resolve that any net assets of the Trust after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Trust be applied or transferred

(3) In no circumstances shall the net assets of the Trust be paid to or distributed among the members of the Trust (except to a member that is itself a charitable trust) and if no resolution in accordance with article 45(1) is passed by the members or the directors the net assets of the Trust shall be applied for charitable purposes as directed by the Court or the Commission.

## DIRECTORS' INDEMNITY AND INSURANCE

### **Indemnity**

- 46.**—(1) Subject to paragraph (2), a relevant director of the Trust or an associated Trust may be indemnified out of the Trust's assets against—
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Trust or an associated company,
  - (b) any liability incurred by that director in connection with the activities of the Trust or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
  - (c) any other liability incurred by that director as an officer of the Trust or an associated company.
- (2) This article does not authorize any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article—
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
  - (b) a “relevant director” means any director or former director of the Trust or an associated company.

### **Insurance**

- 47.**—(1) The directors may decide to purchase and maintain insurance, at the expense of the Trust, for the benefit of any relevant director in respect of any relevant loss.
- (2) In this article—
- (a) a “relevant director” means any director or former director of the Trust or an associated company,
  - (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Trust, any associated company or any pension fund or employees’ share scheme of the Trust or associated company, and
  - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

### **Interpretation**

- 48.**— In article 7, sub-clause (2) of article 9 and sub clause (2) of article 47 ‘connected person’ means
- (1) a child, parent, grandchild, grandparent, brother or sister of the director.
  - (2) the spouse or civil partner of the director or of any person falling in sub-clause (1) above;
  - (3) a person carrying on business in partnership with the director or with any person falling within sub clause (1) or (2) above;
  - (4) an institution which is controlled -

(a) by the director or any connected person failing within sub- clause (1), (2), or (3) above, or

(b) by two or route persons falling within sub-clause 4(a), when taken together

(5) a body corporate in which -

(a) the director or any connected person failing within subclauses (1) to (3) has a substantial interest, or

(b) two or more persons failing within sub-clause (5)(a) who, when taken together, have a substantial interest.

(c) Paragraphs 2 to 4 of schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this article.