1. Interpretation

In the articles:

1.1. **The Company** means **Basingstoke Makerspace CIC**
1.2. **Address** means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the company
1.3. **The Articles** means these articles of association
1.4. **Asset-locked Body** means (i) a community interest company, a charity or a Permitted Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those;
1.5. **Clear days** in relation to the period of a notice means a period excluding:
1.5.1. the day when the notice is given or deemed to be given; and
1.5.2. the day for which it is given or on which it is to take effect
1.6. **Companies Acts** means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the company
1.7. **The Directors** means the directors of the company.
1.8. **Document** includes, unless otherwise specified, any document sent or supplied in electronic form
1.9. **Electronic Form** has the meaning given in section 1168 of the Companies Act 2006
1.10. **Officers** includes the directors and the secretary (if any)
1.11. **Secretary** means any person appointed to perform the duties of the secretary of the company.
1.12. Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
1.13. Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the company.
1.14. Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2. Community Interest Company

2.1. The Company is to be a community interest company.

3. Asset Lock

3.1. The Company shall not transfer any of its assets other than for full consideration.

3.2. Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:

3.2.1. the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and
3.2.2. the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

3.3. The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum or Articles of the Company.

3.4. If:

3.4.1. the Company is wound up under the Insolvency Act 1986; and

3.4.2. all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body specified in Article 3.5 below.

3.5. For the purposes of this Article 3, the following asset-locked body is specified as a potential recipient of the Company's assets under Articles 3.2 and 3.4:

Name: Basingstoke Shed

Charity Registration Number (if applicable): 1170481

Company Registration Number (if applicable): CE009205

Registered Office: 46 SOUTHLANDS,CHINEHAM,BASINGSTOKE RG24 8XN

4. Liability of Members

The liability of the members is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

4.1. payment of the company's debts and liabilities incurred before he, she or it ceases to be a member;
4.2. payment of the costs, charges and expenses of winding up; and
4.3. adjustment of the rights of the contributors among themselves.

5. Objectives

The objectives of the company are:

To advance the education of the public in the subjects of STEM (science, technology, engineering and mathematics) in North Hampshire and the surrounding areas by establishing and operating a workshop for the benefit of the local community.

6. Powers

The company has power to do anything which is calculated to further its *Objectives* or is conducive or incidental to doing so. In particular, the company has power:

6.1. to raise funds.
6.2. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
6.3. to sell, lease or otherwise dispose of all or any part of the property belonging to the company.
6.4. to borrow money and to charge the whole or any part of the property belonging to the company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation.
6.5. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other company;
6.6. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
6.7. to employ and remunerate such staff as are necessary for carrying out the work of the company. The company may employ or remunerate a director only to the extent it is permitted to do so by the *Application of Income and Property* and provided it complies with the conditions in that article;
6.8. to:
  6.8.1. deposit or invest funds; and
  6.8.2. employ a professional fund-manager.
6.9. to provide indemnity insurance for the directors.
6.10. to pay out of the funds of the company the costs of forming and registering the company;

7. Application of Income and Property

7.1. The income and property of the company shall be applied solely towards the promotion of the *Objectives*

7.2. None of the income or property of the company may be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profit to any director of the company except in the following circumstances:

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

7.2.2. A director may receive an indemnity from the company in the circumstances specified in *Directors Indemnity.*

7.2.3. In the case described in the article *Dissolution.*

7.3. None of the income or property of the company may be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profit to any member of the company. This does not prevent a member who is not also a director receiving:

7.3.1. a benefit from the company in the capacity of a beneficiary of the company;

7.3.2. reasonable and proper remuneration for any goods or services supplied to the company.

7.3.3. Equal treatment as a member in the case described in the article *Dissolution*.

8. Members

8.1. The subscribers to the Memorandum are the first members of the Company

8.2. Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

8.3. No person shall be admitted a member of the Company unless he or she is approved by the Directors.

8.4. Every person who wishes to become a member shall deliver to the Company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.

8.5. In the case of refusal of membership:

8.5.1. The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the company to refuse the application.

8.5.2. The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

8.5.3. The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.

8.6. Membership is not transferable to anyone else.

8.7. The directors must keep a register of names and addresses of the members.

9. Classes of Membership

9.1. The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

9.2. The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

9.3. The rights attached to a class of membership may only be varied if:

9.3.1. three-quarters of the members of that class consent in writing to the variation; or

9.3.2. a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

9.4. The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

10. Termination of Membership

Membership is terminated if:

10.1. the member dies or ceases to exist;
10.2. otherwise in accordance with the Articles; or
10.3. the member resigns by written notice to the company unless, after the resignation, there would be fewer than three members;
10.4. any sum due from the member to the company is not paid in full within two weeks of it falling due;
10.5. the member is removed from membership by a resolution of the directors that it is in the best interests of the company that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
10.5.1. the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
10.5.2. the member or, at the option of the member, the member's representative (who need not be a member of the company) has been allowed to make representations to the meeting.

11. General Meetings

11.1. The Board may convene a General Meeting whenever they think fit.
11.2. General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 304 of the Companies Act 2006.

12. Notice of General Meetings

12.1. The minimum periods of notice required to hold a general meeting of the company are:
12.1.1. twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
12.1.2. fourteen clear days for all other general meetings.
12.2. A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
12.3. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and *Proxy Notices*.
12.4. The notice must be given to all the members and to the directors and auditors.
12.5. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the company.

13. Proceedings at General Meetings

13.1. Quorate meetings

13.1.1. No business shall be transacted at any general meeting unless a quorum is present.
13.1.2. A quorum is 10 members, or half of the current membership, whichever is smaller. The members shall be present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
13.1.3. The authorised representative of a member organisation shall be counted in the quorum.

13.2. Non-quorate meetings

13.2.1. If:
13.2.1.1. a quorum is not present within half an hour from the time appointed for the meeting; or

13.2.1.2. during a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the directors shall determine.

13.2.2. The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

13.2.3. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

13.3. Chair person

13.3.1. General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.

13.3.2. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.

13.3.3. If there is only one director present and willing to act, he or she shall chair the meeting.

13.3.4. If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

13.4. Reconvened and adjourned meetings

13.4.1. The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

13.4.2. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

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

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

13.5. Voting

13.5.1. Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

13.5.1.1. by the person chairing the meeting; or

13.5.1.2. by at least two members present in person or by proxy and having the right to vote at the meeting; or

13.5.1.3. by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

13.5.2. A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.

13.5.3. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

13.5.4. The result of the vote must be recorded in the minutes of the company but the number or proportion of votes cast need not be recorded.

13.5.5. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

13.5.6. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

13.5.7. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

13.5.8. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

13.5.9. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

13.5.10. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

13.5.11. The poll must be taken within thirty days after it has been demanded.

13.5.12. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
13.5.13. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

14. Proxy Notices

14.1. Content of Proxy Notices

14.1.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
14.1.1.1. states the name and address of the member appointing the proxy;
14.1.1.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
14.1.1.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
14.1.1.4. is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
14.1.2. The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
14.1.3. 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.
14.1.4. Unless a proxy notice indicates otherwise, it must be treated as:
14.1.4.1. 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
14.1.4.2. 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.

14.2. Delivery of Proxy Notices

14.2.1. 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 company by or on behalf of that person.
14.2.2. An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
14.2.3. 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
14.2.4. 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.

15. Written Resolutions

15.1. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
15.1.1. a copy of the proposed resolution has been sent to every eligible member;
15.1.2. a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
15.1.3. it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
15.2. A resolution in writing may comprise several copies to which one or more members have signified their agreement.
15.3. In the case of a member that is an organisation, its authorised representative may signify its agreement.
15.4. Subject to article *Members*, every member, whether an individual or an organisation, shall have one vote.

16. Remuneration of Directors

The directors must not be paid any remuneration unless it is authorised by *Application of Income and Property*, or in the case of *Dissolution*.

17. Votes of Members

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

17.2. Any organisation that is a member of the company may nominate any person to act as its representative at any meeting of the company.

17.3. The organisation must give written notice to the company of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the company. The representative may continue to represent the organisation until written notice to the contrary is received by the company.

17.4. Any notice given to the company will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The company shall not be required to consider whether the representative has been properly appointed by the organisation.

18. Directors

18.1. A director must be a natural person aged 16 years or older. No one may be appointed a director if he or she would be disqualified from acting under the provisions of *Disqualification and Removal of Directors*.

18.2. The number of directors shall be not less than three, nor more than nine.

18.3. The first directors shall be those persons notified to Companies House as the first directors of the company.

18.4. A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

19. Powers of Directors

19.1. The directors shall manage the business of the company and may exercise all the powers of the company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

19.2. No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

19.3. Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

20. Retirement of Directors

20.1. At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director he or she must retire.

20.2. The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

20.3. If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

21. Appointment of Directors

21.1. The company may by ordinary resolution:

21.1.1. appoint a person who is willing to act to be a director; and

21.1.2. determine the rotation in which any additional directors are to retire.

21.2. No person other than a director retiring by rotation may be appointed a director at any general meeting unless:
- 21.2.1. he or she is recommended for re-election by the directors; or
- 21.2.2. not less than fourteen nor more than thirty-five clear days before the date of the meeting, the company is given a notice that:
  - 21.2.2.1. is signed by a member entitled to vote at the meeting;
  - 21.2.2.2. states the member's intention to propose the appointment of a person as a director;
  - 21.2.2.3. contains the details that, if the person were to be appointed, the company would have to file at Companies House; and
  - 21.2.2.4. is signed by the person who is to be proposed to show his or her willingness to be appointed.

21.3. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.

21.4. The directors may appoint a person who is willing to act to be a director.

21.5. A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.

21.6. The appointment of a director, whether by the company in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

21.7. All acts done by a director shall, even if it is afterwards discovered that there was a defect in their appointment or that they were disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a director.

22. Disqualification and Removal of Directors

A director shall cease to hold office if he or she:

22.1. ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

22.2. ceases to be a member of the company;

22.3. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

22.4. resigns as a director by notice to the company (but only if at least two directors will remain in office when the notice of resignation is to take effect); or

22.5. is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

23. Proceedings of Directors

23.1. Proposals

- 23.1.1. The Directors may from time to time specify an electronic, automated or web-based system ("Governance System") for recording and managing their decision making process.
- 23.1.2. Decisions of the directors must be made either:
  - 23.1.2.1. by the use of a Governance System; or
  - 23.1.2.2. by a written resolution in accordance with the procedure described below.
- 23.1.3. All directors' decisions must be made in one of these two ways, and a decision made in any other way will be ineffective.
- 23.1.4. Questions arising at a Directors' meeting shall be decided by a majority of votes.
- 23.1.5. In all proceedings of Directors each Director must not have more than one vote
- 23.1.6. In case of an equality of votes, the Chair shall have a second or casting vote..
- 23.1.7. A written resolution may be passed if:
  - 23.1.7.1. the text of the resolution is circulated to all directors in writing; and
  - 23.1.7.2. the requisite number of directors have given to all the other directors in writing their agreement to the text of the resolution.
- 23.1.8. A Governance System must:

23.1.8.1. permit any director to submit a proposal that is then available for viewing (on presentation of suitable credentials) by all directors and any member of the company;
23.1.8.2. after a proposal has been created, send it promptly to each director's email address;
23.1.8.3. maintain one or more rules as to the period ("the voting period") within which any proposal must be accepted or rejected, which may vary from proposal to proposal;
23.1.8.4. during the voting period, permit any director to indicate whether they accept or reject the proposal;
23.1.8.5. record the votes cast by each director;
23.1.8.6. record that a proposal has been "passed" if the requisite number of directors have indicated their acceptance of the proposal via the governance system;
23.1.8.7. permit the recording of minutes; and
23.1.8.8. maintain a current contact email address for each director ("the director's email address").

23.1.9. Any proposal that has been recorded as passed by a Governance System shall be treated as a decision of the directors.

23.2. Meetings

23.2.1. Where on any particular occasion more than 2 directors, in the course of their office as directors, discuss the affairs of the Company by any means, whether in person or otherwise, a minute shall be made and recorded indicating:
23.2.1.1. when the discussion took place;
23.2.1.2. the identities of the directors involved; and
23.2.1.3. the substance of the discussion.

23.2.2. Minutes of directors meetings:
23.2.2.1. may be held in electronic form, including using a Governance System;
23.2.2.2. must be held for ten years from the date of the discussion in accordance with section 248 of the Companies Act 2006.

24. Delegation

24.1. The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
24.2. The directors may impose conditions when delegating, including but not limited to the conditions that:
24.2.1. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
24.2.2. no expenditure may be incurred on behalf of the company except in accordance with a budget previously agreed with the directors.
24.3. The directors may revoke or alter a delegation.
24.4. All acts and proceedings of any committees must be fully and promptly reported to the directors.

25. Declaration of Directors' Interests

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 company or in any transaction or arrangement entered into by the company which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the company and any personal interest (including but not limited to any personal financial interest).

26. Conflicts of Interests

26.1. If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the

articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

26.1.1. the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

26.1.2. 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

26.1.3. the unconflicted directors consider it is in the interests of the company to authorise the conflict of interests in the circumstances applying.

26.2. In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director.

27. Validity of Directors' Decisions

27.1. Subject to *Void Directors' Decisions*, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

27.1.1. who was disqualified from holding office;

27.1.2. who had previously retired or who had been obliged by the articles to vacate office;

27.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if without:

27.1.4. the vote of that director; and

27.1.5. that director being counted in the quorum;

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

28. Void Directors' Decisions

28.1. *Validity of Directors' Decisions* does not permit a director to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for *Validity of Directors' Decisions*, the resolution would have been void, or if the director has not complied with article *Declaration of Directors' Interests*.

29. Minutes

The directors must keep minutes of all:

29.1. appointments of officers made by the directors;

29.2. proceedings at meetings of the company;

29.3. meetings of the directors and committees of directors including:

29.3.1. the names of the directors present at the meeting;

29.3.2. the decisions made at the meetings; and

29.3.3. where appropriate the reasons for the decisions.

30. Accounts

30.1. 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.

30.2. The directors must keep accounting records as required by the Companies Acts.

31. Means of Communication to be Used

31.1. Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

31.2. 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.

31.3. Any notice to be given to or by any person pursuant to the articles:
- 31.3.1. must be in writing; or
- 31.3.2. must be given in electronic form.

31.4. The company may give any notice to a member either:
- 31.4.1. personally; or
- 31.4.2. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- 31.4.3. by leaving it at the address of the member; or
- 31.4.4. by giving it in electronic form to the member's address; or
- 31.4.5. by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

31.5. A member who does not register an address with the company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the company.

31.6. A member present in person at any meeting of the company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

31.7. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

31.8. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was accepted by an electronic mail host for that address.

31.9. In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:
- 31.9.1. 48 hours after the envelope containing it was posted; or
- 31.9.2. in the case of an electronic form of communication, 48 hours after it was sent.

32. Directors Indemnity

32.1. The company may indemnify any director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

32.2. In this article a "relevant director" means any director or former director of the company.

33. Rules

33.1. The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the company.

33.2. The bye laws may regulate the following matters but are not restricted to them:
- 33.2.1. the admission of members of the company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- 33.2.2. the conduct of members of the company in relation to one another and to the company's employees and volunteers;
- 33.2.3. the setting aside of the whole or any part or parts of the company's premises at any particular time or times or for any particular purpose or purposes;
- 33.2.4. the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
- 33.2.5. generally, all such matters as are commonly the subject matter of company rules.

33.3. The company in general meeting has the power to alter, add to or repeal the rules or bye laws.

33.4. The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the company.

33.5. The rules or bye laws shall be binding on all members of the company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

34. Disputes

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

35. Dissolution

35.1. Dissolution of the The company may be triggered by:

35.1.1. A majority of the The Directors; or

35.1.2. A resolution at a General Meeting that is supported by a majority of not less than 75% of the members who would be entitled to vote upon it

35.2. In the case of dissolution the net assets of The company after all its debts and liabilities have been paid shall be distributed in accordance with the Asset Lock