ARTICLES OF ASSOCIATION

NAACE

Adopted by special resolution passed on

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NAACE

INTERPRETATION

1. In these Articles:

1.1. Unless the context otherwise requires the following expressions have the following meanings:

"the Act" means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Charity and any statutory modification or re-enactment thereof for the time being in force

"the Articles" means these Articles of Association of the Charity

"the Board of Management" means the directors of the Charity

"the Charity" means the company intended to be regulated by the Articles

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

"executed" includes any mode of execution

"Members" means those members admitted pursuant to Articles 9.1 and 9.2 hereof

"Observers" means those persons permitted to attend Board of Management meetings pursuant to Article 50 hereof

"Office" means the registered office of the Charity

"Officers" means those officers appointed pursuant to Article 39 hereof

"Secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity including a joint assistant or deputy secretary

"the United Kingdom" means Great Britain and Northern Ireland

1.2. Subject as aforesaid words or expressions contained in the Articles shall unless the context requires otherwise bear the same meaning as in the Act

1.3. Words importing the singular number shall include the plural and vice versa. Words importing the masculine shall include the feminine and neuter and vice versa and words importing persons shall include bodies corporate, unincorporated associations and partnerships

1.4. The headings to the clauses and paragraphs are inserted for ease of reference only and shall not affect the interpretation or construction of the Articles

NAME AND REGISTERED OFFICE

2. The Company's name is NAACE (and in this document it is called "the Charity").

3. The Charity's registered office is to be situated in England and Wales.

OBJECTS

4. The Charity's objects ("the Objects") are:

4.1. to advance education through encouraging the appropriate and effective use of education technology and to offer support to those engaged in related activities; and

4.2. to promote such other charitable purposes as the Board of Management may from time to time determine.

POWERS

5. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:

5.1. to provide information, support and professional development to those involved in any way in the use of education technology;

5.2. to be involved in the development and evolution of national strategies for education technology and to provide a forum for consultation on all matters relating to the use of education technology;

5.3. to advise national and other bodies on matters relating to the use of

education technology;

5.4. to advise organisations concerned with the supply of computer hardware, software and digital learning resources in support of the use of education technology;.

5.5. subject to Article 6 below to employ such staff (who shall not be members of the Board of Management) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;

5.6 to recruit or assist in the recruitment and management of voluntary workers in and for the promotion of the Objects;

5.7 to acquire, alter, improve, construct, maintain and to charge, deal with or otherwise dispose of property;

5.8 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity and to let property owned by the Charity at nominal or non-commercial rents to bodies who are in the opinion of the Board of Management carrying out the Objects;

5.9 to borrow money or raise money on such terms and on such security as the Board of Management may think fit including powers to mortgage all or any part or parts of the property owned by the Charity as the Board of Management may think fit, to issue debentures and to create floating charges over the Charity's property;

5.10 to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

5.11 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity;

5.12 to invest the moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property of whatsoever nature as the Board of Management shall in their absolute discretion think fit including (without prejudice to the generality of the foregoing) to invest in shares of subsidiary companies formed for the purpose of raising funds for the Objects;

5.13 to engage the services of such investment adviser or advisers as the Board of Management may from time to time think fit ("the Investment Adviser") to advise the Board of Management in respect of investments made by the Charity with power for the Board of Management without being liable for any consequent loss to delegate to the Investment Adviser discretion to manage all or any part of the investments within the limits and for the period stipulated by the Board of Management and the Board of Management shall settle the terms and conditions for the remuneration of the Investment Adviser and the reimbursement of the Investment Adviser's expenses shall be paid by the Charity. The appointment of the Investment Adviser shall be subject to the following conditions:

5.13.1 every transaction carried out by the Investment Adviser under delegated powers shall be reported to the Board of Management within 14 days;

5.13.2 the Investment Adviser shall report generally at regular intervals upon the current state past performance and future prospects of the investments of the Charity;

5.13.3 the Board of Management shall be entitled at any time and without notice to review revoke or alter the delegation or the terms thereof; and

5.13.4 the Board of Management shall be bound to review the arrangements for delegation and the policy and objectives at least once in every twelve months;

5.14 to insure any asset of the Charity on such terms as the Board of Management may think fit and to pay the appropriate premiums and to use any insurance money received in any manner the Board of Management think fit whether to restore the asset or not;

5.15 to insure and arrange insurance cover for and to indemnify its Members, servants and voluntary workers from and against all such risks incurred in the proper performance of their duties as may be thought fit;

5.16 to pay any premium in respect of any indemnity insurance to cover the liability of the Board of Management (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they shall be guilty in relation to the Charity or against any liability incurred by the Board of Management (or any of them) in their capacity as members of the Board of Management in defending any criminal proceedings in which judgement is given in their favour; provided that any such insurance shall not extend to any claim arising from any act or omission which the Board of Management (or any of them) knew was a breach of duty or breach of trust or which was committed by the Board of Management (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not;

5.17 to establish or support (financially or otherwise) any charitable trusts, associations or institutions formed for all or any of the Objects;

5.18 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them; and

5.19 to do all such other lawful things as are necessary for the achievement of the Objects.

6. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members and no member of the Board of Management shall be appointed to any office of the Charity paid by salary or fees or

receive any remuneration or other benefit in money or money's worth from the Charity provided that nothing shall prevent any payment in good faith by the Charity of

6.1. reasonable and proper remuneration for any services rendered to the Charity by any Member, officer or servant of the Charity who is not a member of the Board of Management;

6.2. reasonable and proper remuneration for any services rendered to the Charity by any member of the Board of Management of the Charity (or person connected with such member), provided that in each case the Charity complies with the provisions of Articles 47-49; of the Articles

6.3. interest on money lent by any Member or any member of the Board of Management at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the Board of Management;

6.4. fees, remuneration or other benefit in money or money's worth to any company of which a Member or a member of the Board of Management may also be a member holding not more than 1/100th part of the issued capital of that company;

6.5. reasonable and proper rent for premises demised or let to the Charity by any Member or a member of the Board of Management;

6.6. reasonable out-of-pocket expenses to any member of the Board of Management;

6.7. any premium in respect of indemnity insurance to cover the liability of the Board of Management (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they shall be guilty in relation to the Charity or against any liability incurred by the Board of Management (or any of them) in their capacity as members of the Board of Management in defending any criminal proceedings in which judgement is given in their favour provided that any such insurance shall not extend to any claim arising from any act or omission which the Board of Management (or any of them) knew was a breach of duty or breach of trust or which was committed by the Board of Management (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not; and

6.8. the usual professional charges for business done by any member of the Board of Management who is a solicitor, accountant or other person engaged in a profession or by any partner of his or hers when instructed by the Charity to act in a professional capacity on its behalf provided that at no time shall a majority of the members of the Board of Management benefit under this provision and that a member of the Board of Management shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion.

7. The liability of the Members is limited.

8. Every Member undertakes to contribute such amount as may be required (not

exceeding £1) to the Charity's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member for payment of the Charity's debts and liabilities contracted before he or she ceases to be a Member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

MEMBERS

9. 9.1 **S**uch persons or educational establishments or organisations as are admitted to membership in accordance with the Articles shall be Members.

9.2 No person or educational establishment or organisation shall be admitted as a Member unless:

9.2.1 he delivers to the Charity an application for membership insuch form as the Board of Management may require;

9.2.2 his application is not refused by the Board of Management;

9.2.3 he confirms in writing his support for the Objects ; and

9.2.4 he pays the annual membership subscription as determined from time to time by the Board of Management.

9.3 Membership is open to any person or educational establishment or organisation who is able to contribute to the achievement of the Objects.

9.4 The Board of Management may grant honorary membership to any person who has given particularly distinguished and valuable service to the Charity or who has contributed significantly to the achievement of its Objects. Honorary members shall enjoy all the rights and privileges of membership of the Charity.

9.5 The Board of Management shall have the right:

9.5.1 to refuse to admit as a Member any individual or educational establishment or organisation (a) if the Board of Management in its absolute discretion considers that it would not be in the interests of the Charity for such individual or educational establishment or organisation to be admitted as a Member or (b) who, in the absolute discretion of the Board of Management, is unlikely or unable to contribute to the Objects of the Charity.

9.5.2 to withdraw membership from any individual or educational establishment or organisation (a) if the Board of Management in its absolute discretion considers that it is not be in the interests of the Charity for such individual or educational establishment or organisation to be a Member or (b) who, in the absolute discretion of the Board of Management, is no longer able to contribute to the Objects of the Charity.

9.6 Members may resign their membership by giving notice in writing to the Secretary.

GENERAL MEETINGS

10 The Charity shall hold an annual general meeting each year in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. The annual general meeting shall be held at such times and places as the Board of Management shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11 The Board of Management may call general meetings and on the requisition of Members pursuant to the provisions of the Act shall forthwith proceed to convene an extraordinary general meeting for a date not later than six weeks after receipt of the requisition.

NOTICE OF GENERAL MEETINGS

12 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a member of the Board of Management shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

12.1 in the case of an annual general meeting by all the Members entitled to attend and vote; and

12.2 in the case of any other meeting by a majority in number of Members having a right to attend and vote being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the Members.

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. The notice shall be given to all the Members

and to the Board of Management and auditors.

13 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

14 No business shall be transacted at any meeting unless a quorum is present. Fifteen Members shall constitute a quorum.

15 If a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting a quorum ceases to be present the meeting shall stand adjourned to such time and place as the Board of Management may determine.

16 The chairman of the Board of Management shall preside as chairman of the meeting but if the chairman of the Board of Management is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act the members of the Board of Management present shall elect one of their number to be chairman and if there is only one member of the Board of Management present and willing to act he shall be chairman.

17 If no member of the Board of Management is willing to act as chairman or if no member of the Board of Management 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 chairman.

18 The chairman 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 an 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.

19 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. Subject to the provisions of the Act a poll may be demanded:

19.1 by the chairman; or

19.2 by at least two Members having the right to vote at the meeting; or

19.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

20 Unless a poll is duly demanded a declaration by the chairman 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.

21 The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chairman. The withdrawal of a demand for a poll shall not in-validate the result of a show of hands declared before the demand for the poll was made.

22 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

23 In the case of an equality of votes whether on a show of hands or on a poll the chairman shall be entitled to a second or casting vote.

24 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is 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.

25 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

26 Subject to the provisions of the Act, a resolution in writing signed by all of the Members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Charity duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more of the Members.

VOTES OF MEMBERS

27 Subject to the provisions of Article 19, every Member shall have one vote.

28 No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

29 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 chairman whose decision shall be final and conclusive.

30 Votes may be cast in a poll either personally or by proxy. A proxy need not be a Member and shall not have the right to appoint a further proxy. In matters decided on a show of hands a member represented by a proxy shall have no vote.

31 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.

32 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

33 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of the death insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF MANAGEMENT

34 The number of members of the Board of Management shall not be less than three but, unless otherwise determined by the Board of Management, shall not be subject to any maximum.

35 Members of the Board of Management shall be appointed as provided subsequently in the Articles.

POWERS OF THE BOARD OF MANAGEMENT

36 Subject to the provisions of the Act and the Articles and to any directions given by special resolution the business of the Charity shall be managed by the Board of Management who may exercise all the powers of the Charity. No alteration of the Articles and no such direction shall invalidate any prior act of the Board of Management which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board of Management by the Articles and a meeting of the Board of Management at which a quorum is present may exercise all the powers exercisable by the Board of Management.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE BOARD OF MANAGEMENT

37 At every annual general meeting one-quarter of the members of the Board of Management or if their number is not four or a multiple of four the number nearest to one-quarter shall retire from office.

38 Subject to the provisions of the Act, the members of the Board of Management to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last reppointed members of the Board of Management on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

39 The process for the submission of nominations and for elections in respect of vacancies amongst the Board of Management shall be as determined from time to time by the Charity in general meeting.

40 If the Charity at the meeting at which a member of the Board of Management retires by rotation does not fill the vacancy the retiring member of the Board of Management shall if willing to act be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the member of the Board of Management is put to the meeting and lost.

41 No person may be appointed as a member of the Board of Management:

41.1 unless he has attained the age of 18 years; and

41.2 in circumstances such that had he already been a member of the Board of Management he would have been disqualified from acting under the provisions of Article 43.

42 The Board of Management may appoint a person who is willing to act to be a member of the Board of Management either to fill a vacancy or as an additional member of the Board of Management provided that the appointment does not cause the number of members of the Board of Management to exceed any number fixed by or in accordance with the Articles as the maximum number of members of the Board of Management. A member of the Board of Management so appointed shall hold office only until the next following annual general meeting. If not re-appointed at such annual general meeting he shall vacate office at the conclusion thereof.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE BOARD OF MANAGEMENT

43 A member of the Board of Management shall cease to hold office if he:

43.1 ceases to be a member of the Board of Management by virtue of any provision of the Act or is disqualified from acting as a member of the Board of Management by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification thereof);

43.2 becomes incapable by reason of mental disorder illness or injury of managing and administering his own affairs;

43.3 is adjudged bankrupt;

43.4 is, for the time being, detained in prison or is otherwise convicted of any offence which, in the opinion of the other members of the Board of Management, may bring the Charity into disrepute;

43.5 resigns his office by notice to the Charity (but only if at least two members of the Board of Management will remain in office when the notice of resignation is to take effect);

43.6 is absent without the permission of the Board of Management from all their meetings held within a period of six months and the Board of Management resolves that his office be vacated.

44 In addition and without prejudice to the provisions of Article 43, the Charity may by extraordinary resolution remove any member of the Board of Management before the expiration of his period of office, notwithstanding anything in the Articles or any agreement between the Charity and such member of the Board of Management, and may by ordinary resolution appoint another member of the Board of Management in his stead but any person so appointed shall hold office only for so long as the member of the Board of Management in whose place such person is appointed would have held office if not removed.

PROCEEDINGS OF THE BOARD OF MANAGEMENT

45 Except to the extent permitted by Article 6 no member of the Board of Management shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a member of the Board of Management in any other contract to which the Charity is a party.

46 Subject to the provisions of the Articles the Board of Management may regulate their proceedings as they think fit. A member of the Board of Management may and the Secretary at the request of a member of the Board of Management shall call a meeting of the Board of Management. It shall not be necessary to give notice of a meeting to a member of the Board of Management 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 chairman shall have a second or casting vote.

47 Any member of the Board of Management shall disclose to the Board of Management any matter relating to the Charity in which he is interested, including the nature and extent of his interest. A member of the Board shall be interested in any matter if (a) he (or any person connected to him) is a party to, or otherwise interested in, any transaction, contract, agreement or arrangement with or proposed to be with the Charity; (b) he (or any person connected to him) is a director, officer or employee of, or a consultant to, any company, partnership or business which is a party to, or otherwise interested in, any transaction, contract, agreement or arrangement with or proposed to be with the Charity; (c) he is otherwise directly or indirectly interested in any transaction, contract, agreement or arrangement involving the Charity. For the purposes of this Article 47, “Charity” shall include any subsidiary company of the Charity.

48 Any member of the Board of Management interested in any matter relating to the Charity as set out in Article 47 shall not be entitled to attend any meeting of the Board of Management while the matter in which he is interested is considered or discussed by the Board of Management and shall not be entitled to vote in respect of any such matter.

49 Any transaction, contract, agreement or arrangement between the Charity and any member of the Board of Management or in which any member of the Board of Management is interested (and including the terms of such transaction, contract, agreement or arrangement and any remuneration or fees to be paid by the Charity in respect of such transaction, contract, agreement or arrangement) requires approval by a resolution of the Board of Management.

50 The Board of Management shall be entitled to allow individuals to attend meetings of the Board of Management as Observers. The Observers shall be entitled to take a full part in the discussion of issues arising but shall not be entitled to cast a vote. The Board of Management may in their absolute discretion exclude the Observers or any of them from any meeting of the Board of Management or part thereof at which the business to be discussed is deemed in the opinion of the Board of Management to be for any reason whatsoever business to which the Observers should not be privy.

51 The quorum for the transaction of the business of the Board of Management may be fixed by the Board of Management but shall not be less than one half of their number or two members of the Board of Management whichever is the greater.

52 Any or all of the members of the Board of Management may be counted as present at any meeting of the Board of Management or of a committee of which they are a member and as part of the quorum if they are able, by means of a telephone or other communications equipment, to hear and participate in the proceedings of the meeting and to signify how they wish to cast their vote on any question to be decided by the meeting.

53 The Board of Management may act notwithstanding any vacancies in their number but if the number of members of the Board of Management is less than the number fixed as the quorum the continuing member or members of the Board of Management may act only for the purpose of filling vacancies or of calling a general meeting.

54 Subject to the provisions of the Act and Articles 37 to 42 , the Board of Management will elect annually one of its number to the position of Chair and two of its number to the position of)Vice Chair. Unless he is unwilling to do so, the Chair of the Board of Management shall preside at every meeting of the Board of Management at which he is present. If there is no member of the Board of Management holding that office or if the member of the Board of Management holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting the members of the Board of Management present may appoint one of their number to be chair of the meeting.

55 The Board of Management may appoint any member of the Board of Management to fill any vacancy in any of the positions referred to in Article 54.

56 The Board of Management may appoint upon such terms and conditions as they may from time to time think fit one or more committees consisting of two or more members of the Charity for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Management would be more conveniently undertaken or carried out by a committee provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Board of Management. All delegations and appointments under this clause shall be revocable by the Board of Management at any time.

57 All acts done by a meeting of Board of Management or of a committee shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Board of Management or committee as the case may be 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 member of the Board of Management or committee as the case may be and had been entitled to vote.

58 A resolution in writing signed by all the members of the Board of Management entitled to receive notice of a meeting of the Board of Management or of a committee shall be as valid and effective as if it had been passed at a meeting of the Board of Management or committee as the case may be duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more of the members of the Board of Management or committee as the case may be.

59 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Board of Management and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed in such manner as the Board of Management shall from time to time by resolution determine.

SECRETARY

60 Subject to the provisions of the Act the Secretary shall be appointed by the Board of Management for such term at such remuneration (if not a member of the Board of Management) and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

MINUTES

61 The Board of Management shall keep minutes:

61.1 of all appointments of officers made by the Board of Management; and

61.2 of all proceedings at meetings of the Charity and of the Board of Management and of committees including the names of the members of the Board of Management or committee as the case may be present at each such meeting.

ACCOUNTS

62 Accounts shall be prepared in accordance with the requirements of the Charity Commission for England and Wales and of the Act.

ANNUAL REPORT

63 The Board of Management shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission for England and Wales.

ANNUAL RETURN/CONFIRMATION STATEMENT

64 The Board of Management shall comply with its obligations under the Charities Act 2011 (or any statutory enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission for England and Wales and with its obligations under the Act to file an annual confirmation statement with Companies House.

NOTICES

65 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 Board of Management need not be in writing.

66 The Charity may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by email to the registered email address specified by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such member shall be entitled to receive any notice from the Charity.

67 A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and where necessary of the purposes for which it was called.

68 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 be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

69 Subject to the provisions of the Act every member of the Board of Management or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any

proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence default breach of duty or breach of trust in relation to the affairs of the Charity.

RULES

70 The Board of Management may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing they may by such rules or bye laws regulate:

70.1 the admission and classification of Members 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 entrance fees, subscriptions and other fees or payments to be made by Members;

70.2 the conduct of Members in relation to one another and to the Charity's servants;

70.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

70.4 the procedure at general meetings and meetings of the Board of Management and committees in so far as such procedure is not regulated by the Articles;

70.5 the Charity's internal communications;

70.6

70.7 titles and job descriptions for Officers of the Charity; and

70.8 generally all such matters as are commonly the subject matter of company rules.

71. The Charity in general meeting shall have power to alter add to or repeal the rules or bye laws and the Board of Management shall adopt such means as they think sufficient to bring to the notice of Members all such rules or bye laws which shall be binding on all Members provided that no rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the Articles.

DISSOLUTION

72 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members but shall be given or transferred to some other charity or

charities having objects similar to the Objects and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 6 chosen by the Members at or before the time of dissolution and if that cannot be done then to some other charitable object