

Company Number: 07705219

THE COMPANIES ACT 2006

A PRIVATE

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

Y BARTNERIAETH AWYR AGORED
THE OUTDOOR PARTNERSHIP

Incorporated the fourteenth day of July 2011

THE COMPANIES ACT 2006

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MEMORANDUM OF ASSOCIATION OF

Y BARTNERIAETH AWYR AGORED THE OUTDOOR PARTNERSHIP

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Authentication by each subscriber

AMANDA DAVIESAOD.MARTIN DOYLEMartin DoylePAUL FROSTMAFROSTMARTIN NEVINMartin NevinChris WrightChris Wright

Date

7 JULY 2011

THE COMPANIES ACT 2006

A PRIVATE
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ARTICLES OF ASSOCIATION OF

Y PARTNERIAETH AWYR AGORED THE OUTDOOR PARTNERSHIP

REVISIONS

REVISIONS	APPROVED
Article 5 • To promote the benefit of the inhabitants of .North Wales and other areas (hereinafter called "the area of benefit") without distinction of sex, sexual orientation, nationality, age, disability, race or of political, religious or other opinions, by associating together the said inhabitants and the statutory authorities, voluntary and other organisations in a common effort to advance education and training and to provide facilities in the interests of social welfare for recreation, sports and leisure-time occupation with the object of improving the conditions of life for the said inhabitants; • To promote such other charitable purposes as may from time to time be determined.	EGM 20/09/2012

Article 13: (Membership Categories) The current wording does not adequately meet the colloquial understanding of the various membership categories and so should be changed for members and potential members to better understand into which category they could fall. The revised wording could be as follows: Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Board of Directors: a) “Stakeholder Members” shall be organisations within the area of benefit that share the vision and mission of the Outdoor Partnership and can demonstrate a material contribution to the Company’s work. b) “Voluntary Group Membership” shall be groups providing regular voluntary outdoor activity provision for communities within the area of benefit. c) “Individual membership” shall be individuals who support and /or want to make a contribution to the charitable work of the Company. d) “Honorary Membership” is available at the discretion of the Trustees	AGM 15/09/2018
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(Board of Directors) to individuals who have made a significant contribution to the work of the Company or outdoor activity provision within the area of benefit.

AND

Article 36 (Proceedings at General Meetings and Article 45: (Proceedings of the Board of Directors) These Articles do not give the Chairperson a second or casting vote in the case of an equality of votes. The revised working will be as follows:

Article 36 - Each member or proxy shall have one vote. A proxy has the right to speak at a General Meeting. In the case of an equality of votes the Chairperson shall have a second or casting vote.

Article 45 - In the case of an equality of votes the Chairperson shall have a second or casting vote.

AND

Article 42 (Board of Directors) The AGM in September 2017 correctly approved an increase in the number of Board Director from 6 to 8. This change was made to allow a more diverse competence-based Board of Directors. This change was notified to the CC but not recorded as a change because the correct legal procedure had not been followed in notifying changes to CH within 15 of the resolution. The amended wording will be as follows:

Article 42 – Unless otherwise determined by the Company in General Meeting the number of Directors shall be not less than 3 and not more than 8.

AND

Article 43 – (Board of Directors) The intention of Article 43 is to allow the Board to operate with a full complement of Directors (as in Article 42) between AGM's if there is a shortfall of Directors. Hence if the number of Directors is increased the number of co-options should be increased. The revised wording will be as follows:

Article 43 – The Directors may at any time co-opt any person to the Board of Directors whether or not they are members of the Company, provided that the maximum number prescribed in Article 42 is not exceeded and that no more than 5 such co-options shall be made between one Annual General Meeting and the next. All persons so co-opted shall retire at the Annual General Meeting following their co-option but shall be eligible to be reappointed thereafter.

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1) PRELIMINARY

The Company shall be bound by the regulations contained in the Companies (Model Articles) Regulations 2008 schedule 2 except where modified by these Articles. In the case of any variation or inconsistency between these Articles and the Model Articles, these Articles shall prevail.

2) INTERPRETATION

a) In these Articles: -

- "address" means a postal address or, for the purposes of electronic communication, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with the Company.
- "the Companies Act" means the Companies Act (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Company.
- "the area" means Wales and other areas
- "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect.
- "the articles" means the Company's articles of association.
- "the Company" means the Company intended to be regulated by the articles;
- "the directors" means the directors of the Company. The directors are Company Trustees as defined by section 177 of The Charities Act 2011.
- "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;
- "employee" means a person who is employed by the Company.
- "executed" includes any mode of execution.
- "the Commission" means the Charity Commission for England and Wales.
- "the memorandum" means the Company's memorandum of association.
- "the secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

- b) Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Companies Act but excluding any statutory modification thereof not in force when these Articles became binding on the Company.

3) NAME OF THE COMPANY

The Company's name is Y Bartneriaeth Awyr Agored / The Outdoor Partnership (and in this document, shall be called the "Company").

4) REGISTERED OFFICE

The registered office will be in Wales.

5) OBJECTS

The objects of the Company are specifically restricted to the following for the benefit of the inhabitants of Wales and other areas (hereinafter called the "area of benefit"):

- a) To promote for the benefit of the inhabitants of Wales and other areas (hereinafter called "the area of benefit") without distinction of sex, sexual orientation, nationality, age, disability, race, or of political, religious or other opinions, by associating together the said inhabitants and the statutory authorities, voluntary and other organisations in a common effort to advance education and training, health, social and economic well-being, and to provide opportunities and facilities in the interests of health, social and economic welfare for outdoor recreation, sports and leisure-time occupation with the object of improving conditions of life for the said inhabitants;
- b) To promote such other charitable purposes as may from time to time be determined

6) POWERS

- a) In furtherance of the Objects but not otherwise the Company may exercise the following powers:
 - i) The Company shall have the power to do such lawful things as are consistent with the furtherance of its Objects
 - ii) The income and property of the Company shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Company.

7) ASSETS OF THE COMPANY

- a) The income and property of the Company 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 of the Company, and no director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company;
- b) Provided that nothing in this document shall prevent any payment in good faith by the Company
 - i) of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of theirs, when instructed by the Company to act in a professional capacity on its behalf: Provided that

at no time shall a majority of the directors' benefit under this provision and that a director shall withdraw from any meeting at which their appointment or remuneration, or that of their partner, is under discussion;

- ii) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a director;
- iii) of interest on money lent by any member of the Company or director at a reasonable and proper rate per annum not exceeding a rate which is necessary to obtain and retain that capital to be selected by the directors;
- iv) of fees, remuneration or other benefit in money or money's worth to any Company of which a director may also be a member holding not more than 1% of the issued capital of the Company;
- v) of reasonable and proper rent for premises let by any member of the Company or a director;
- vi) to any director of reasonable out-of-pocket expenses;
- vii) of premiums for indemnity insurance.

8) MEMBERSHIP

- a) The first members of the Company shall be the Subscribers to the Memorandum of Association.
- b) The Board of Directors may admit to membership;
 - i) any person who has attained the age of sixteen years and who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability; and
 - ii) any society, Company, local authority or unincorporated association which is in agreement with the objects of the Company.
 - iii) provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 9.
- c) A member which is a corporate body or association shall by resolution of its governing body appoint a deputy, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the body corporate or association would exercise if it were an individual person.
- d) Every application for membership shall be considered by the Board of Directors at its first meeting after the application was made or as soon afterwards as is practicable. Any applicant who is refused admission to membership may require that the question of their

application be considered by the next General Meeting of the Company whose decision of the matter shall be final. When refusing an application for membership, shall ensure that Applicant is aware of their right of appeal under the provision of the Articles.

- e) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- f) 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.
- g) The directors must consider any written representations by the applicant may make about the decision. The directors' decision following any representations must be notified to the applicant in writing but shall be final.
- h) Membership is not transferable.
- i) Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of the membership subscription. The Board of Directors will from time to time set the membership subscription rate for each class of membership. No applicant shall be entered in the Register of Members until such subscription has been received by the Company, unless the Board decides to waive the subscription in any particular case.

9) CATEGORIES OF MEMBERSHIP

Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Board of Directors:

- a) **"Stakeholder Members"** shall be organisations within the area of benefit that share the vision and mission of the Outdoor Partnership and can demonstrate a material contribution to the Company's work.
- b) **"Voluntary Group Membership"** shall be groups providing regular voluntary outdoor activity provision for communities within the area of benefit.
- c) **"Individual membership"** shall be individuals who support and /or want to make a contribution to the charitable work of the Company.
- d) **"Honorary Membership"** is available at the discretion of the Trustees (Board of Directors) to individuals who have made a significant contribution to the work of the Company or outdoor activity provision within the area of benefit.

10) REGISTER OF MEMBERS

The Company shall keep a Register of Members containing the name and address of every member, the date on which they became a member and the date on which they ceased to be a

member. Every member shall either sign a written consent to become a member or sign the register of members. Members shall inform the Secretary of change of address.

11) CESSATION OF MEMBERSHIP

- a) A member shall cease to be a member immediately that he/she or it:
 - i) ceases to fulfil any of the qualifications for membership as specified by Article 8 b) and Article 9; or
 - ii) resigns in writing to the Secretary and the resignation is accepted by the Board of Directors; or
 - iii) is expelled by a Special Resolution carried in accordance with Article 14 f) at an Extraordinary General Meeting called to consider the matter; or
 - iv) dies, if an individual person; or
 - v) is wound up or goes into liquidation, if a corporate body or association.
- b) The rights and privileges of a member shall not be transferable or transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.

12) GENERAL MEETINGS

- a) The Company shall in each calendar year hold an Annual General Meeting and shall specify the meeting as such in the notices calling it providing that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting of the Company shall be held within eighteen months of incorporation.
- b) No business shall be transacted at any general meeting unless a quorum is present.
- c) The business of an Annual General Meeting shall include:
 - (1) The receipt of the reports of the Chairperson and Board of Directors of the Company;
 - (2) the consideration of audited accounts (if any) presented by the Board of Directors;
 - (3) the election of the Board of Directors;
 - (4) the election of a Chairperson, being a member of the Board of Directors, who shall preside at all General Meetings and meetings of the Board of Directors;
 - (5) a decision on the application of any profits;
 - (6) the appointment and the fixing of the remuneration of the Auditors (if any);
 - (7) all other business transacted at an Annual General Meeting shall be deemed Special.
- d) Ordinary General Meetings of the Company shall be held at annual intervals. But the Company in General Meeting may decide to hold a General Meeting more frequently.

- e) The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting of the Company, or the members may convene an Extraordinary General Meeting as provided by section 303 of the Act.

13) NOTICES

- a) An Annual General Meeting and a meeting called for the passing of a special resolution as described in Article 14 f) shall be called by giving at least twenty-one clear days' notice. Any other General Meeting shall be called by giving at least fourteen clear days' notice. Meetings may be called at shorter notice if the consents under the Act are obtained.
- b) Notice of every General Meeting shall be given in writing to every member of the Company and to the Auditors (if any) and shall be given electronically or personally or sending it by post to them or their registered office or any address given by them for this purpose within the United Kingdom.
- c) The Notice shall specify the place and exact time of the meeting and the general nature of the business to be dealt with. In the case of an Annual General Meeting notice shall specify the meeting as such and in the case of an Extraordinary General Meeting the exact nature of the business to be raised at the meeting shall be specified.
- d) Notice must also contain a statement setting out the rights of members to appoint a proxy under section 324 of the Companies Act 2006.
- e) Where notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting the notice and to have been affected at the expiration of forty-eight hours after notice has been posted. Notices may be sent by electronic communication, in accordance with the Act.
- f) 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 proceedings at that meeting.

14) PROCEEDINGS AT GENERAL MEETINGS

- a) Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
- b) No business shall be transacted at a General Meeting unless a quorum of members is present in person or by proxy. 10 members or if greater, one tenth of the membership, entitled to vote for the time being shall be the quorum.
- c) If within half an hour from the time appointed for the meeting a quorum is not present or if at any time during the meeting members shall leave such that a quorum is no longer present the meeting shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the Directors may determine, and if at the adjourned meeting a

quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

- d) The Chairperson or in their absence some other Director nominated by the Directors shall preside as Chair of the meeting, but if neither the Chairperson nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be Chairperson.
- e) The Chairperson may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice.
- f) Decisions at General Meetings shall be made by passing resolutions:
 - (1) Decisions involving an alteration to Articles 7, 23, 26, 27 and 31 and this Article 14f) shall require the unanimous vote of all the members of the Company at an Extraordinary General Meeting testified by their signatures as well as the prior written consent of the Company Commission.
 - (2) The decisions involving an alteration to the Articles of Association, other than those specified, and other decisions so required from time to time by statute and by these Articles shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than three fourths of the members of the Company present and voting at an Extraordinary General Meeting.
 - (3) All other decisions shall be made by ordinary resolution requiring a simple majority, save where the Articles of Association or the Act (or any other statute or regulation) require otherwise.
- g) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other suitable signal unless a poll, is, before or upon the declaration of the result of the show of hands or other suitable signal, demanded by: -
 - (1) the Chairperson; or
 - (2) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (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.

- h) Unless a poll be so demanded a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- i) If a poll is duly demanded it shall be taken in such a manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting which it is demanded. In any other case, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. A poll may be organised by way of a ballot or postal ballot by the Board of Directors who shall send out notice of the ballot with the Notice of the General Meeting.
- j) Votes may be given personally or by proxy appointed by the member.
- k) Proxies may only validly be appointed by notice in writing a 'proxy notice' which states the name and address of the member appointing the proxy; identifies the person appointed to be the member's proxy and the general meeting in relation to which that person is appointed; and is signed by or on behalf of the member appointing the proxy or is authenticated in such a manner the directors may determine; and 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.
 - i) The charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
 - ii) 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.
 - iii) Unless a proxy notice indicates otherwise, it must be treated as 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 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.
 - iv) A proxy has a right to speak at a General Meeting.
 - v) In the case of an equality of votes the Chair shall have a second or casting vote.
- l) Each member or proxy shall have one vote.
- m) Written resolutions of the members, passed in accordance with the Act, shall be as effective as resolutions passed at a General Meeting.

15) BOARD OF DIRECTORS

- a) The business of the Company shall be managed by a Board of Directors which shall be accountable to the members.
- b) The initial Directors of the Company shall be appointed by the subscribers to the Memorandum of Association and shall serve for **3 years**. At the first Annual General Meeting following this period **one third** of the Directors shall retire and may offer themselves for re-election.
- c) One Third of the Board of Directors, being those directors longest in office since their last election, will be elected annually by the members at the Annual General Meeting of the Company. Retiring members shall be eligible for re-election without further nomination. If there is a choice between retiring directors of equal service, it shall be made by drawing lots.
- d) Invitations for nominations for the position of Director will be sent to all members with the notice of the Annual General Meeting. Completed nominations will be accepted up to seven days before the date of the meeting. All nominations require the signature of the nominated person and the signature of a proposer and seconder all of which shall be members of the Company.
- e) A director must be a natural person aged 16 years or over.
- f) No one may be appointed a director if he or she is disqualified from acting under the provisions of Article 19.
- g) Unless otherwise determined by the Company in General Meeting the number of Directors shall be not less than 3 and not more than 12.
- h) The Directors may at any time co-opt any person to the Board of Directors whether or not they are a member of the Company, provided that the maximum number prescribed in Article 15g) is not exceeded and that no more than 5 such co-options shall be made between one Annual General Meeting and the next. All persons so co-opted shall retire at the Annual General Meeting following their co-option but shall be eligible to be re-appointed thereafter.
- i) A director may not appoint an alternative director or anyone to act on his or her behalf at meetings of the directors.

16) PROCEEDINGS OF THE BOARD OF DIRECTORS

- a) The Board of Directors may meet together for business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a majority of votes.

- b) In the case of an equality of votes the person who is chairing the meeting shall have a second or casting vote.
- c) A Director may, and the Secretary shall on the instruction of the Board of Directors, summon a meeting of the Board of Directors at any reasonable time. A meeting of the Board of Directors may be held either in person or by suitable electronic means agreed by the Directors in which all Directors may communicate with all other Directors.
- d) The quorum necessary for the transaction of business of the Board of Directors shall be 2 directors or, if greater, the number nearest to one third of the total number of directors or such larger number as may be decided from time to time by the directors.
- e) If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in Article 15g) it may act as the Board of Directors for the purpose of filling up vacancies in their body or summoning a General Meeting of the Company, but no other purpose.
- f) The Chairperson or in their absence some other director nominated by the Board of Directors shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Board of Directors shall elect one of their number to be Chairperson.
- g) The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Board of Directors and any sub-committees and of all business transacted at such meetings. All such minutes shall be open to inspection by any member of the Company during the Company's normal working hours and by any other person authorised by the Company in General Meeting.
- h) A resolution in writing or in electronic form agreed by all Directors for the time being who are entitled to vote shall be valid and have the same effect as if it had been passed at a meeting of the Board of Directors and may consist of several documents in like form signed by one or more Directors.

17) POWERS OF THE BOARD OF DIRECTORS

- a) The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as may be exercised and done by the Company and as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting.
- b) No regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.

- c) The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. In exercising this power in relation to land, the Company must comply with the applicable requirements of the Charities Act 2011.
- d) The Board of Directors may delegate any of its powers to sub-committees consisting of such members of the Company as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors.
- e) The Directors of the Company will appoint two named Directors or one Director and the Secretary to sign on behalf of the Company any legal documents including leases where signatures are required in the execution of the Company's powers.

18) CONFLICT OF INTERESTS AND CONFLICT OF LOYALTIES

- a) 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 charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).
- b) If a conflict of interest 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 conflict of interests where the following conditions apply:
 - c) The conflicted Director is absent from the part of the meeting at which there is a discussion of any arrangement or transaction affecting that other organisation or person.
 - d) 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
 - e) The unconflicted Directors consider it is the interests of the Company to authorise the conflict of interests in the interests of the circumstances applying.
- f) In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such conflict that does not involve a direct or indirect or indirect benefit of any nature to a director or to a connected person.
- g) A 'connected person' means:
 - i) a child, parent, grandchild, brother or sister of the Director;

- ii) a spouse or civil partner of the Director or of any person falling within sub-clause (a) above;
- iii) a person carrying on business in partnership with the Director or any person falling within sub-clauses (a) and (b) above
- iv) an institution which is controlled by the Director or any connected person falling within sub-clauses (a), (b), (c) above
- v) or two or more persons falling within sub-clause (d) above;
- vi) a body corporate in which the Director or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
- vii) two or more persons falling within sub-clause (f) who, when taken together, have a substantial interest.
- viii) Sections 350-325 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article.

19) DISQUALIFICATION AND REMOVAL OF DIRECTORS

- a) The office of a director shall be immediately vacated if he/she:
 - i) ceases to be a director by virtue of any provision of the Companies Act or is prohibited by law from being a director; or
 - ii) is disqualified from acting as a trustee for a Company under section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
 - iii) becomes bankrupt or makes any arrangement or composition with their creditors generally; or
 - iv) in the written opinion, given to the Company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
 - v) resigns their office by notice to the Company; or
 - vi) shall for more than four consecutive meetings have been absent without permission of the Board of Directors from meetings of Directors held during that period and the Directors resolve that his/her office be vacated; or
 - vii) is removed from office by resolution of the Company in General Meeting in accordance with Section 168 of the Act.

20) REMUNERATION OF DIRECTORS

Directors may be paid all reasonable travelling, hotel and other expenses incurred by them in connection with their attendance at meetings of Directors, committees or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration.

21) SECRETARY AND OTHER EXECUTIVE OFFICERS

The Secretary and other Executive Officers shall be appointed subject to the provisions of the Act and relevant employment legislation.

22) ACCOUNTS

- a) The Board of Directors shall cause proper books of account to be kept with respect to:
 - (1) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (2) All sales and purchases of goods and/or services by the Company; and
 - (3) The assets and liabilities of the Company.
- b) Proper books shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
- c) The books of account shall be kept at the registered office of the Company or at such other places as the Board of Directors think fit, and shall always be open to the inspection of all members of the Company upon approval of the Board of Directors during normal working hours and by such other persons authorised by the Company in General Meeting.
- d) The Board of Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required by statute.

23) APPLICATION OF SURPLUS

- a) The surplus funds of the Company shall be applied only in furtherance of the Objects and in the following ways, in such proportions and in such a manner as may be recommended by the Board of Directors and approved at the Annual General Meeting:
 - i) to create a general reserve for the continuation and development of the Company;
 - ii) to make a payment or apply funds only for purposes which are charitable at law and consistent with the Objects.

24) RULES OR BYE LAWS

- a) The Board of Directors may from time to time make such Rules or Bye Laws as they may deem necessary for the proper conduct and management of the Company. The Company in General Meeting shall have power to alter, add to or repeal the Rules or Bye Laws and to make additions thereto and the Board of Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Articles of the Company.

25) INDEMNITY

- a) Every member, relevant Director or former Director, Company Secretary, auditor (if any) and other officer for the time being of the Company may be indemnified out of the assets of the Company against any losses or liabilities incurred by him/her in or about the execution or discharge of the duties of her/his office subject to the provisions of the Act, except to the extent that such losses or liabilities shall be attributable to:

- i) fraud or other matters in respect of which the member concerned shall be convicted of a criminal offence; or
- ii) negligence; or
- iii) actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

26) DISSOLUTION

- a) If the Company 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 of the Company. It shall be given or transferred to Company one or more charities or charitable companies having objects similar to the Objects which prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 7 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.

27) AMENDMENT TO ARTICLES

The provisions of these Articles of Association may only be amended by a Special Resolution passed in accordance with Article 14f) except those otherwise specified. All amendments shall be registered with the Registrar of Companies. No amendment shall be made that may cause the Company to cease to be Charitable at law.

28) DISPUTES

If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity 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.

29) SOCIAL AUDIT

- a) A Social audit of the Company may, by resolution of the Company in General Meeting, be undertaken annually of the Company's activities, in addition to any financial audit required by law. The role of such a social audit would be to attempt to identify the social costs and benefits of the Company's work, and to enable an assessment to be made more easily than may be made from financial accounts only of the Company's overall performance in relation to its objects.
- b) Such a social audit may be drawn up by an independent assessor appointed by the Company in General Meeting, or by the Board of Directors who may submit their report for verification or comments to an independent assessor.
- c) A social audit may include an assessment of the internal collective working of the employees of the Company, including employees' views, internal democracy and decision making, wages, health and safety, skill sharing and education opportunities, or other matters concerning their overall personal or job satisfaction; an assessment of the Company's

activities externally, including its effects on persons involved in the same or similar trade, on customers and suppliers, and on persons residing in areas where the Company is located.

30) LIMITED LIABILITY

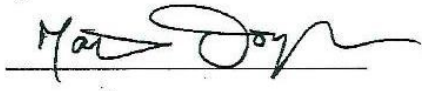
- a) The liability of the members is limited up to **one pound**.
- b) Every member of the Company undertakes to contribute such amounts as may be required to the Company's assets if it should be wound up while they are a member or within one year after they cease to be a member, for payment of the Company's debts and liabilities contracted before they cease 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 such amount as may be required not exceeding one pound.

31) ENTRENCHMENT

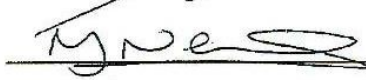
- a) Articles in the Articles of Association except for Articles 14f), 7, 23, 26, 27, and this Article 31 may be altered by Special Resolution which is hereby defined as one passed by a majority of not less than three-fourths of the membership voting in person at an Extraordinary General Meeting. Articles 14f), 7, 23, 26, 27, and this Article 31 are entrenched in accordance with section 22 of the Companies Act 2006 and may be altered only with the unanimous consent of the members.

We the persons whose names, addresses and signatures are subscribed wish to form a company pursuant to these Articles of Association:

Name AMANDA DAVIES Signature 

Name MARTIN DOYLE Signature 

Name PAUL FROST Signature 

Name MARTIN NEVIN Signature 

Name Chris Wright Signature 

Name _____ Signature _____

Name _____ Signature _____

Name _____ Signature _____

Name _____ Signature _____

Name _____ Signature _____

Dated this Seventh day of July 2011

Revision Dated: 19th September 2018