

The Companies Act 2006

Community Interest Company Limited by Guarantee

Articles of Association
of
Wales Weightlifting Federation CIC

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Community Interest Company Limited by Guarantee

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Articles of Association

of

Wales Weightlifting Federation CIC

INTERPRETATION

1. Defined Terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at end of the Articles.

COMMUNITY AND INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

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:

- (a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and
- (b) 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:

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

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: The Sports Council of Wales

Company Registration Number (if applicable): **RC000579**

Registered Office: Sport Wales National Centre, Sophia Gardens, Cardiff, CF11 9SW

4. Not for profit

The Company is not established or conducted for private gain: any surplus or assets are used principally for the benefit of the community.

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. Objects

The Company's purpose is to fulfil the role of the national governing body for Weightlifting and Para Powerlifting in Wales through governance, regulation, control, development and advancement and, in doing so, to carry on activities which benefit the community and in particular (without limitation) to:

- 5.1 Promote Weightlifting and Para Powerlifting in Wales;
- 5.2 Provide to the Members, services, advice and assistance in connection with Weightlifting and Para Powerlifting;
- 5.3 Represent and protect the Weightlifting and Para Powerlifting interests of all Members;
- 5.4 Provide Weightlifting and Para Powerlifting related education, training and other services to all Members and to the public;
- 5.5 Encourage people of all ages to participate in Weightlifting and Para Powerlifting for health, wellbeing and to stay well in the community;
- 5.6 Support and develop professional standards across Weightlifting and Para Powerlifting schools, coaches, clubs and other organisations delivering training, coaching, experiences and related therapy;
- 5.7 Advance community health and wellbeing by delivering inclusive strength-based programmes that reduce inactivity, support mental wellbeing and foster social connection;
- 5.8 Broaden participation and inclusion by creating accessible opportunities for under-represented groups (including disabled people, older adults, young people and low-income communities) to take part, volunteer and progress;
- 5.9 Work in partnership across health, education, local authorities and the third sector, and uphold equality, safeguarding, integrity and responsible practice in all activities.
- 5.10 Do all other things incidental or conducive to the attainment of the above objectives.

6. Powers

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

7. Liability of members

The liability of each member 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 or she is a member or within one year after he or she ceases to be a member, for:

- 7.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member;
- 7.2 payment of the costs, charges and expenses of winding up; and
- 7.3 adjustment of the rights of the contributories among themselves.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

8. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

9. Members' reserve power

- 9.1 The members may, by special resolution, direct the Directors to take, or refrain from taking, specific action.
- 9.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

10. Chair

The Directors may appoint one of their number to be the chair of the Directors for such term of office as they determine and may at any time remove him or her from office.

11. Powers of Delegation

- 11.1 Subject to the Articles, the Board may delegate any of its powers or functions to any Subcommittee.
- 11.2 Subject to these Articles, the Board may delegate the implementation of its decisions or day to day management of the affairs of the Company to any person or committee.

11.2.1 Any delegation by the Board may be:

1.1.1 by such means;

1.1.2 to such an extent;

1.1.3 in relation to such matters or territories; and

1.1.4 on such terms and conditions; as they think fit.

11.3 The Board may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

11.4 The Board may revoke any delegation in whole or part or alter its terms and conditions.

11.5 The Board may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

12. Committees

12.1 The Board:

12.1.1 if and to the extent required in order to comply with the Code and applicable law, shall constitute the following Subcommittees:

The Nominations Subcommittee;

The Business, Audit and Risk Subcommittee;

The Strategy and Development Sub Committee

The Equality Diversity and Inclusion Sub Committee, and

12.1.2 may constitute such other Subcommittees as it deems appropriate.

12.2 In respect of any Subcommittee, subject to these Articles and the Companies Acts, the Board may:

12.2.2 constitute such Subcommittee with such rules and terms of reference as it

- deems appropriate, including voting rights;
 - 12.2.3 make, repeal and amend any Terms of Reference or other rules governing the proceedings of the relevant Subcommittee from time to time;
 - 12.2.4 invite persons, whether Directors and/or Members Members or not, to assist or advise on such Subcommittees.

- 12.3 No person shall serve on any Subcommittee:
 - 12.3.2 for longer than two consecutive years without reappointment by the Board;
or
 - 12.3.3 for longer than eight years in total.

- 12.4 The Board shall have the power to appoint and/or remove all members of any Subcommittee from time to time, provided that the Board shall ensure that each of the Nominations Subcommittee and the Audit Subcommittee have sufficient members to discharge their functions from time to time.

- 12.5 In respect of the Nominations Subcommittee:
 - 12.5.2 Any Subcommittee constituted by the Company for similar purposes may discharge the rights, powers and duties of the Nominations Subcommittee under these Rules pending the constitution of the Nominations Subcommittee under Article 6.8.1
 - 12.5.3 the Board shall:
 - (a) use its power set out in Article 6.11 to ensure that Independent non-executive Directors of the Company hold a majority of votes from time to time;
 - (b) if and to the extent required in order to comply with the Code and applicable law, ensure that any Terms of Reference include:
 - (i) the requirement that the Nominations Subcommittee is chaired by an Independent non-executive Director of the Company;

- 12.6 All Subcommittees shall report to the Board.

- 12.7 The Board shall:
 - 12.7.2 ensure that each Subcommittee has sufficiently clear Terms of Reference, which enable such Subcommittee to discharge its responsibilities under Articles 6.15 to 6.19 (inclusive, as applicable);
 - 12.7.3 publish the Terms of Reference of any Subcommittee, as amended from time to time.

- 12.8 Each Subcommittee will have regard to the following factors when making recommendations to ensure that the Board meets the necessary criteria of a well-governed NGB club

- 12.8.2 the requirement to promote and protect the interests of the Members of the Company;
 - 12.8.3 the requirement to promote the development and community objectives of the Company to the extent set out in these Articles;
 - 12.8.4 the requirement to comply with any regulations, charter or code applicable to the Company issued by HM Government or other relevant regulators or organisation regarding governance wherever possible or practicable (including the Code); and
 - 12.8.5 such other factors as may be recommended by the Board from time to time.
- 12.9 The Nominations Subcommittee shall have particular responsibility to:
- 12.9.2 lead the process for Board appointments and make recommendations to the Board accordingly;
 - 12.9.3 ensure that the Board is sufficiently diverse in all regards, including in gender, ethnicity and age, wherever and whenever practicable;
 - 12.9.4 ensure that all appointments are made on merit and that the Board is sufficiently composed to comply with the Skills Matrix;
 - 12.9.5 ensure that members of the Board do not serve for excessive periods of time and ensure succession planning;
 - 12.9.6 ensure that recruitment processes in relation to Board appointments in which the Nominations Subcommittee takes a role, comply with the Appointment Principles.
- 12.10 The Business, Audit and Risk Subcommittee shall have particular responsibility to :
- 12.10.2 ensure the adequacy of the Company's financial reporting and internal controls;
 - 12.10.3 provide scrutiny of budgets and priorities against delivery of the strategic objectives of Strategy and Development, Performance and Pathway Programmes and Corporate funding. and to provide quarterly reports to
 - 12.10.4 review, management and maintenance of WW risk register
 - 12.10.5 overview of capability Framework and Governance plan – devising completion targets
 - 12.10.6 make recommendations to the Board with issues regarding breach of conduct
- 12.11 Strategy and Development Sub Committee shall have particular responsibility to:
- 12.11.2 provide strategic oversight.
 - 12.11.3 support the development and implementation of the Wales Weightlifting Federation CIC strategy.
 - 12.11.4 monitor and Evaluate the progress of Wales Weightlifting Federation CIC strategy.
 - 12.11.5 align and connect with the Sport Wales and British Weightlifting Strategies (where appropriate)
 - 12.11.6 establish and review Wales Weightlifting Federation CIC Strategic programme's against agreed strategic priorities and funding investment for Board approval.
 - 12.11.7 advise and make recommendations to the Board regarding the Strategic areas of work

- 12.11.8 report to the Board progress, any notes of interest, discrepancies or other issues
- 12.11.9 oversee the UKAD implementation plan and the UKAD Framework requirements
- 12.12 Equality Diversity and Inclusion Sub Committee
 - 12.12.2 lead on the development of an Equality, Diversity and Inclusion strategy and action plan for approval by the board
 - 12.12.3 support the production/implementation and delivery of the/a EDI Strategy and Action plan
 - 12.12.4 act as champions for WW and for diversity and inclusion in weightlifting
 - 12.12.5 provide strategic and tactical advice and recommendations on issues relating to EDI, bringing in expertise and examples from outside weightlifting and across multiple sports sector
 - 12.12.6 assist the Board in reviewing its own skills and diversity matrix aiming to ensure diversity both within the board and the executive.
- 12.13 Additional Subcommittee
 - 12.13.2 the Board shall have the power to (acting reasonably) constitute and deconstitute any additional Subcommittees with such membership and Terms of Reference as it may think fit from time to time having regard to upcoming projects, the challenges faced by and the opportunities available to the Company and the skills, experience and diversity required on the Board.
- 12.14 The Directors may appoint honorary advisors to undertake specific duties on behalf of the Company for such periods and on such terms as they think fit.

DECISION-MAKING BY DIRECTORS

13. Directors to take decisions collectively

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 19.

13.1 Unanimous decisions

13.1.1 A decision of the Directors is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter.

- 13.1.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- 13.1.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- 13.1.4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

14. Calling a Directors' meeting

- 14.1 Any Director may call a Directors meeting by giving notice of the meeting to the Directors or by authorising the Company Secretary (if any) to give such notice.
- 14.2 Notice of any Directors' meeting must indicate:-
 - 14.2.1 its proposed date and time;
 - 14.2.2 where it is to take place; and
 - 14.2.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting, and this may include by means of virtual meetings.
- 14.3 Notice of a Directors' meeting must be given to each Director, but need not be in writing.
- 14.4 Notice of a Directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company prior to the date on which the meeting is held. The Directors may exercise their discretion to accept such notice after the date upon which the meeting is held. Where such notice is served it does not affect the validity of the meeting or of any of the business conducted at it.
- 14.5 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.
- 14.6 A Directors' meeting must be called by at least seven Clear Days' notice unless either:
 - all the Directors agree; or
 - urgent circumstances require shorter notice.
- 14.7 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

15. Participation in Directors' meetings

- 15.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
- 15.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 15.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 15.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 15.4 The Directors shall have power to invite any person it wishes to attend any meeting of the Directors in an advisory capacity but without power to vote thereat.

16. Quorum for Directors' meetings

- 16.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 16.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than four, and unless otherwise fixed it is four.
- 16.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
- 16.3.1 to appoint further Directors; or
 - 16.3.2 to call a general meeting so as to enable the members to appoint further Directors.

17. Chairing of Directors' meetings

- 17.1 The Directors shall appoint a Chair to chair meetings of the Directors.
- 1.1 The Directors may terminate the Chair's appointment at any time.
- 17.3 If the Chair is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the Vice Chair, if one is appointed by the Directors shall chair the meeting. If the Vice Chair is not present, appointed or willing to chair the meeting the participating Directors must appoint one of themselves to chair it.
- 1.1 Subject to Articles 18.2 and 21.8, the appointed Chair shall hold office for the term of their directorship.
- 17.1 In the event of the Chair resigning (either as Chair or as a Director) or otherwise being removed as Chair, the Directors shall appoint in accordance with Article 14.1.

18. Decision making at a meeting

- 18.1 If the numbers of votes for and against a proposal are equal, the Chair or other Director chairing the meeting has a casting vote.
- 18.2 But this does not apply if, in accordance with the Articles, the Chair or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 18.3 Questions arising at a Directors' meeting shall be decided by a majority of votes.
- 18.4 In all proceedings of Directors each Director must not have more than one vote.

19. Decisions without a meeting

- 19.1 The Directors may take a unanimous decision without a Directors' meeting by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.
- 19.2 A decision which is made in accordance with Article 19.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
 - 19.2.1 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 19.2;
 - 19.2.2 the date of the decision shall be the date of the communication from the Recipient confirming formal approval;
 - 19.2.3 the Recipient must prepare a minute of the decision in accordance with Article 78.

20. Conflicts of interest

- 20.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.
- 20.2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.
- 20.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 19 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 21, he or she must:
 - remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

not be counted in the quorum for that part of the meeting; and
withdraw during the vote and have no vote on the matter.

- 20.4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

21. Directors' power to authorise a conflict of interest

- 21.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:

21.1.1 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;

21.1.2 the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation; and

- 21.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 21.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

- 21.3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 21.1 (subject to any limits or conditions to which such approval was subject).

22. Register of Directors' interests

The Directors shall cause a register of Directors' interests to be kept. 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.

23. Records of decisions to be kept

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

24. Directors discretion to make further rules

- 24.1 Subject to the Articles, the Directors may make any rule or regulation which they think fit about how they take decisions, and about how such rules and regulations are to be recorded or communicated to Directors.

- 24.2 The Directors may from time to time make such Rules, Regulations, Statutes or Bye Laws as they may deem necessary for the proper conduct and management of the Company.
- 24.3 The Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules, Regulations, Statutes 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, Regulation, Statute or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Articles of the Company.

APPOINTMENT AND RETIREMENT OF DIRECTORS'

25. Methods of appointing directors

- 25.1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.
- 25.2 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:
- (a) by ordinary resolution; or
 - (b) by a decision of the Directors.
- 25.3 Until and unless otherwise determined by the Company in General Meeting, there shall be a maximum of eight Directors and the minimum number shall be four.
- 25.4 The business of the Company shall be managed by the Directors who shall consist of:-
- 25.4.1 Three Directors elected by the Members; and
 - 1.1.1 Five Directors appointed by the Directors.
- 25.5 The Company shall follow the agreed recruitment process for all Director elections and appointments.
- 25.6 Details for new Elected Directors and any Elected Directors who are standing for re-election in accordance with these Articles shall be forwarded to all voting members at least 21 days prior to the Annual General Meeting or General Meeting in which the election is to take place.
- 25.7 Subject to Article 26, all Elected Directors shall hold office for two years, retiring at the end of the second year, unless they shall have previously resigned or ceased to be a director by virtue of Article 26 below.
- 25.8 Nothing shall prevent an existing or previous director serving a further term or terms should he or she be re-elected or re-appointed except that: (a) no Director, whether elected and/or appointed, may serve for more than eight (8) years in total; and (b) an

Appointed Director may serve a maximum of three (3) consecutive terms of two (2) years.

- 25.9 The Directors may fill a casual vacancy in their number of Elected Directors, by appointment. The term of such appointment shall be only until the next due Annual General Meeting, at which a vote shall take place in accordance with these Articles, to elect a Director to hold office for the remaining term of the original position.
- 25.10 The Directors for the time being of the Board may act notwithstanding any vacancy in their body.
- 25.11 In any case where, as a result of death, the Company has no members and no Directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a member.
- 25.12 For the purposes of Article 25.3, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

26. Termination of Director's appointment

A person ceases to be a Director as soon as:

- (a) that person ceases to be a Director by virtue of any provision of the Companies Acts, or is prohibited from being a Director by law;
 - (b) a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (d) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect);
 - (e) the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason; or
- 26.2 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- 26.3 by reason of that person's mental health, a court makes an order which
- wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

26.4 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms; or

26.5 A person may be asked to resign as a Director by the Directors if a significant breach of the Directors' code of conduct has taken place or other serious misconduct is shown to have taken place.

27. Directors' remuneration

27.1 Directors may undertake any services for the Company that the Directors decide.

27.2 Directors are entitled to such remuneration as the Directors determine:

- (a) for their services to the Company as Directors; and
- (b) for any other service which they undertake for the Company.

27.3 Subject to the Articles, a Director's remuneration may:

- (a) take any form; and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

27.4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.

27.5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

28. Directors' expenses

The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

- (a) meetings of Directors or committees of Directors;
- (b) general meetings; or
- (c) separate meetings of any class of members or of the holders of any debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

29. Becoming a member

- 29.1 The subscribers to the Memorandum are the first members of the Company.
- 29.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

- 1.1 No person shall be admitted a member of the Company unless he or she is approved by the Directors.
- 29.4 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.

- 1.1 All Members over the age of eighteen, on being accepted will be entitled to receive notices of and attend and vote at the Annual General Meeting and General Meetings of the Company, to be on the mailing list of the Company and to such other additional rights and privileges as the Directors may from time to time determine.
- 29.1 Notices will be made available in the manner determined by the Directors.

30. Termination of membership

- 30.1 Membership is not transferable to anyone else.
- 30.2 Membership is terminated if:
 - 30.3.1 the member dies or ceases to exist;
 - 30.3.2 otherwise in accordance with the Articles;
- 30.3 The Company acting reasonably following the Disciplinary Procedures of the Company may expel any Member if it considers that it is inappropriate that membership should continue or if the conduct of the Member shall bring the Company into disrepute.
- 30.4 A voting Member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.

ORGANISATION OF GENERAL MEETINGS

31. General meetings

- 31.1 The Directors may call a general meeting at any time.
- 31.2 The Directors must call a general meeting if required to do so by the members under the Companies Acts.

32. Length of notice

- 32.1 The Company will circulate notice of an Annual General Meeting at 60 days before the date of the meeting and circulate the Agenda at least 21 days before the date of the meeting.
- 32.2 Notices of any motion to be put forward by a Member at an Annual General Meeting must be received by the Company at least 42 days before the date of the Annual General Meeting.
- 32.3 A General Meeting may be called at any time at the request of the Directors by giving 21 days' notice to the Members or upon receipt by the Company of a requisition to call such a meeting signed by not less than 10% of the voting Members.
- 32.4 Any such request made by the Members must state the terms of a resolution or resolutions capable of being voted upon at the meeting.
 - 32.4.1 following a valid request by Members the Company must organise a General Meeting within 2 months of receiving the request.

33. Contents of notice

- 33.1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted.
- 33.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 33.3 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting.

34. Service of notice

Notice of general meetings must be given to every member, to the Directors and to the auditors of the Company.

35. Attendance and speaking at general meetings

- 35.1 A Member is able to exercise the right to speak at an Annual General Meeting or a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 35.2 A Member is able to exercise the right to vote at an Annual General Meeting or a General Meeting when:-
 - 35.2.1 that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 1.1.1 that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

- 35.3 The Directors may make whatever arrangements they consider appropriate to enable those attending an Annual General Meeting or a General Meeting to exercise their rights to speak or vote at it and this may include by means of virtual meetings.
- 35.4 In determining attendance at an Annual General Meeting or a General Meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 35.5 Two or more Members who are not in the same place as each other attend a meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

36. Quorum for general meetings

37. No business other than the appointment of the chair of the meeting is to be transacted at an Annual General Meeting or a General Meeting if the persons attending it do not constitute a quorum. A quorum shall be 5 Members entitled to vote at such Annual General Meeting or General Meeting attending in person or by proxy.
- 37.1 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the 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 those present and entitled to vote shall be a quorum.

38. Chairing general meetings

- 38.1 The Chair (if any) or in his or her absence some other Director nominated by the Directors will preside as chair of every general meeting.
- 38.2 If neither the Chair nor such other Director nominated in accordance with Article 35.1 (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall be chair of the meeting.
- 38.3 If no Director is willing to act as chair of the meeting, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of their number to be chair of the meeting, save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting.

39. Attendance and speaking by Directors and non-members

- 39.1 A Director may, even if not a member, attend and speak at any general meeting.
- 39.2 The chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

39.3 The Directors may invite observers to attend Annual General Meetings and General Meetings on such terms as may from time to time be agreed. Observers shall have no entitlement to speak or vote (except that an observer may be permitted to speak with the permission of the chair of the meeting).

40. Adjournment

40.1 If the persons attending an Annual General Meeting or a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.

40.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

the meeting consents to an adjournment; or

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

if any confidential information which may affect any voting at the meeting has been disclosed to any other person without the authorisation of the Directors.

40.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

40.4 When adjourning a general meeting, the chair of the meeting must:

either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and

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

40.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven Clear Days' notice of it:

to the same persons to whom notice of the Company's general meetings is required to be given; and

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

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

VOTING AT GENERAL MEETINGS

41. Voting: general

41.1 Methods of voting will be clearly indicated in notices of meetings, usually the following methods will be used:-

by Members present; and

by proxy vote.

41.2 Any election shall always be put to a vote and if there shall be more candidates than positions available the vote will be conducted by secret ballot.

41.3 A resolution (other than the election of an Elected member) put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

41.4 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.

41.5 If a Member shall be unable to attend an Annual General Meeting or a General Meeting then the Member may grant a proxy in writing either to the chair of the meeting, a Director, or another Member.

41.6 Subject to 43.2 a Member may only hold one proxy vote.

41.7 Article 41.3 shall not prevent a person who is a proxy for a member or a duly Authorised Representative from voting at a general meeting of the Company.

42. Votes

42.1 On a vote on a resolution on a show of hands at a meeting every person present in person (whether a member, proxy or Authorised Representative of a member) and entitled to vote shall have a maximum of one vote.

42.2 On a vote on a resolution on a poll at a meeting every member present in person or by proxy or Authorised Representative shall have one vote.

42.3 No member shall be entitled to vote at any general meeting unless all monies presently payable by them to the Company have been paid.

The following provisions apply to any organisation that is a member ("a Member Organisation")

a Member Organisation may nominate any individual to act as its representative ("an Authorised Representative") at any meeting of the Company;

the Member Organisation must give notice in Writing to the Company of the name of its Authorised Representative. The Authorised Representative will not be entitled to represent the Member Organisation at any meeting of the Company unless such notice has been received by the Company. The Authorised Representative may continue to represent the Member Organisation until notice in Writing is received by the Company to the contrary;

a Member Organisation may appoint an Authorised Representative to represent it at a particular meeting of the Company or at all meetings of the Company until notice in Writing to the contrary is received by the Company;

any notice in Writing received by the Company shall be conclusive evidence of the Authorised Representative's authority to represent the Member Organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the Authorised Representative has been properly appointed by the Member Organisation;

an individual appointed by a Member Organisation to act as its Authorised Representative is entitled to exercise (on behalf of the Member Organisation) the same powers as the Member Organisation could exercise if it were an individual member;

on a vote on a resolution at a meeting of the Company, the Authorised Representative has the same voting rights as the Member Organisation would be entitled to if it was an individual member present in person at the meeting; and

the power to appoint an Authorised Representative under this Article 39.5 is without prejudice to any rights which the Member Organisation has under the Companies Acts and the Articles to appoint a proxy or a corporate representative.

43. Poll votes

43.1 A poll on a resolution may be demanded:

in advance of the general meeting where it is to be put to the vote; or

at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

43.2 A poll may be demanded by:

the chair of the meeting;

the Directors;

two or more persons having the right to vote on the resolution;

any person, who, by virtue of being appointed proxy for one or more members having the right to vote at the meeting, holds two or more votes; or

a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

43.3 A demand for a poll may be withdrawn if:

the poll has not yet been taken; and

the chair of the meeting consents to the withdrawal.

43.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

44. Errors and disputes

44.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

44.2 Any such objection must be referred to the chair of the meeting whose decision is final.

45. Content of proxy notices

45.1 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:

45.1.1 states the name and address of the member appointing the proxy;

45.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

1.1.1 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

1.1.2 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.

45.2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

45.3 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.

45.4 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.

46. Delivery of proxy notices

- 46.1 A member 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.
- 46.2 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.
- 46.3 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

47. Amendments to resolutions

- 47.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and

the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

- 47.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

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

WRITTEN RESOLUTIONS

48. Written resolutions

- 48.1 Subject to Article 48.3 a written resolution of the Company passed in accordance with this Article 48 shall have effect as if passed by the Company in general meeting:

A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.

A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.

- 48.2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
- 48.3 A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
- 48.4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts.
- 48.5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
- If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature.
- If the Document is sent to the Company by Electronic Means, it is authenticated [if it bears the member's signature] or [if the identity of the member is confirmed in a manner agreed by the Directors] or [if it is accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement] or [if it is from an email Address notified by the member to the Company for the purposes of receiving Documents or information by Electronic Means].
- 48.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 48.7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

- 49. Means of communication to be used**
- 49.1 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.
- 49.2 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.
- 49.3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours.

50. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

51. Minutes

51.1 The Directors must cause minutes to be made and kept for the purpose:

of all appointments of officers made by the Directors;

of all resolutions of the Company and of the Directors; and

of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.

51.2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

52. Records and accounts

52.1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of:

annual reports;

annual returns; and

annual statements of account.

1.1 Except as provided by law or authorized by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

53. Indemnity

53.1 Subject to Article 53.2 a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
- (b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and
- (c) any other liability incurred by that Director as an officer of the Company or an associated company.

53.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

53.3 In this Article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a "relevant Director" means any Director or former Director of the Company or an associated company.

54. Insurance

54.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

54.2 In this Article:

- (a) a "relevant Director" means any Director or former Director of the Company or an associated company;
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the company or associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

55. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

SCHEDULE
INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1.1 “Address”	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
1.2 “Articles”	the Company’s articles of association;
1.3 “Authorised Representative”	means any individual nominated by a Member Organisation to act as its representative at any meeting of the Company in accordance with Article 39;
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 “bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
1.6 “Chair”	has the meaning given in Article 10;
1.7 “chairman of the meeting”	has the meaning given in Article 35;
1.8 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.9 “Clear Days”	in relation to the period of a notice, that 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;
1.10 “community”	is to be construed in accordance with accordance with Section 35(5) of the Company’s (Audit) Investigations and Community Enterprise) Act 2004;
1.11 “Companies Acts”	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.12 “Company”	[] [Community Interest Company/C.I.C.];
1.13 “Conflict of Interest”	any direct or indirect interest of a Director

- (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;
- 1.14 “Director”** a director of the Company, and includes any person occupying the position of director, by whatever name called;
- 1.15 “Document”** includes, unless otherwise indicated, any Document sent or supplied in Electronic Form;
- 1.16 “Electronic Form” and “Electronic Means”** have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- 1.17 “Hard Copy Form”** has the meaning given to it in the Companies Act 2006;
- 1.18 “Memorandum”** the Company’s memorandum of association;
- 1.19 “paid”** means paid or credited as paid;
- 1.20 “participate”** in relation to a Directors’ meeting, has the meaning given in Article 15;
- 1.21 “Permitted Society”** “permitted society” means a registered society which has a restriction on the use of its assets in accordance with regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
- 1.22 “Proxy Notice”** has the meaning given in Article #2;
- 1.23 “Registered Society”** “registered society” means –
- a. a registered society within the meaning given by section 1(1) of the Co-operative and Community Benefit Societies Act 2014; or
 - b. a society registered or deemed to be registered under the Industrial and provident Societies Act (Northern Ireland) 1969;”
- 1.24 “the Regulator”** means the Regulator of Community Interest Companies;

- 1.25 **“Secretary”** the secretary of the Company (if any);
- 1.26 **“specified”** means specified in the articles of association of the Company for the purposes of this paragraph;
- 1.27 **“subsidiary”** has the meaning given in section 1159 of the Companies Act 2006;
- 1.28 **“transfer”** includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property; and
- 1.29 **“Writing”** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
2. Subject to clause β of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Company.