

The Companies Acts 1985 and 2006
Company Limited by Guarantee and not having a Share Capital

COMPANY LIMITED BY GUARANTEE
Articles of Association of
London Advice Services Alliance Company Limited

Company number: 1794098

Interpretations

1. In these Articles and in the Company's Memorandum of Association:

"The Act 1985 " means the Companies Act 1985 as amended by the Companies Act 1989 and as amended or superseded by any subsequent legislation.

The Act 2006 means the Companies Act 2006

"The Company" means the above-named company.

address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a text message number in each case registered with the Organisation.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"The Board of Directors" or "The Board" means all those persons for the time being appointed to perform the duties of directors of the Company who, for the avoidance of doubt, are charity trustees.

"Director" means a director of the Company who, for the avoidance of doubt, is also a charity trustee.

"Employee" means anyone holding a contract of employment with the Company.

"Taxable Trading" means carrying on trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the objects, the profits of which are subject to corporation tax.

"In writing" shall be taken to include references to printing, photocopying and other modes of representing or reproducing words in a visible form..

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the 1985 Act or the 2006 Act but excluding any statutory modification thereof not in force when these Articles become binding on the Organisation.

Any statutory instruments or regulations from time to time in force shall be deemed to apply to this Company, whether or not these Articles have been amended to comply with such instrument or regulation.

Members

2. No person may be a member of the Company who is not also a Director. Any person appointed as a Director in accordance with Article 25 shall be appointed as a member of the Company by the Board as soon as is reasonably practicable.

Register of Members

3. The Company shall maintain a Register of Members in accordance with the 1985 Act or the 2006 Act which shall be recorded the name and address of every member, and the dates on which they became a member and 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 on becoming a member. A member shall notify the Secretary in writing within seven days of a change to her/his name or address. All members shall be entitled to receive a copy of the Memorandum & Articles of Association of the Company on request and at no charge.

Cessation of Membership

4. The rights and privileges of a member shall not be transferable nor transmissible and all such rights and privileges shall cease upon the member ceasing to be such.

5. A member shall cease to be a member immediately that s/he or it:

- a) resigns in writing to the Secretary; or
- b) dies; or
- c) is expelled by the Board for conduct prejudicial to the Company, provided that any Member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made; or
- d) ceases to be a Director

6. For the avoidance of doubt, on cessation of membership pursuant to Article 5, the former member in question shall automatically cease to be a Director in accordance with Article 31 (t).

General Meetings

7. To the extent that it is a requirement of the law that the Company hold an Annual General Meeting or the Board decides that it is in the best interests of the Company to do so. The Board may whenever it thinks fit convene any General Meeting. General Meetings may also be convened on a members' requisition as provided by the 2006 Act. The minimum periods of notice required to hold a general meeting of the Organisation are:

- twenty-one clear days for an Annual General Meeting or a General Meeting called to pass a Special Resolution.
- fourteen clear days for all other General Meetings.

PROVIDED THAT

A General Meeting shall be called by shorter notice if it is so agreed:

- a) in the case of an Annual General Meeting, by all the members entitled to attend and vote at that meeting; and
- b) in the case of any other meeting by such proportion of them as is prescribed by the 2006 Act or determined by the Organisation in accordance with the 2006 Act.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an Annual General Meeting, shall specify the meeting as such. The notice must also contain a statement setting out the right of members to appoint a proxy under Section 324 of the 2006 Act and Articles 21 and 22 below. The notice shall be given to all the members and to the members of the Board and auditors.

- 11 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

- a) the Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it; and

- b) every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

8. The business of an Annual General Meeting shall comprise:

- a) the consideration of the Report and Accounts presented by the Board of Directors;
- b) the appointment and the fixing of the remuneration of the auditor or auditors (if any);
- c) such other business as may have been specified in the notices calling the meeting.

9. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

10. The Board of Directors may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten per cent of the members of the Company, as provided by the Act.

11. Decisions at General Meetings shall be made by passing resolutions:

- a) Decisions involving an alteration to the Memorandum or Articles of

Association of the Company and other decisions so required from time to time by statute shall be made by a Special Resolution. Certain decisions, as required by statute, shall be made by Extraordinary Resolution. A Special or an Extraordinary Resolution may only be passed by a majority of not less than three-quarters of votes cast at a General Meeting.

b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast at a General Meeting.

Notices of General Meetings

12. Notice of every General Meeting shall be given in writing in accordance with Articles 51 to 55 to every member of the Company and to the auditors (if appointed) and to such other persons who are entitled to receive notice.

13. Subject to Article 14, a General Meeting called for the passing of a special and/or elective resolution must be called by giving at least 21 Clear Days' notice (or such shorter notice as is sufficient by law from time to time). Other General Meetings must be called by giving at least 14 Clear Days' notice in writing. These notices must specify the place, date, time and general nature of the business of the meeting and, in the case of a special, extraordinary or elective resolution the exact wording of the resolution must be set out in the notice.

14. However, even if shorter notice is given than that required above, the General Meeting will be treated as having been correctly called if it is so agreed:

a) in the case of an Annual General Meeting, by all the members entitled to attend and vote at it (or such lower proportion of the members as is sufficient by law from time to time); or

b) in the case of any other meeting, by a majority of the members who have a right to attend and vote. But this majority must represent at least 95% of the total membership of the Company members who have voting rights (or such lower percentage as is sufficient by law from time to time).

15. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at General Meetings

16. No member shall have more than one vote on any question to be decided at a General Meeting.

17. Votes may only be cast personally. Proxy voting is not permitted.

18. No business shall be transacted at a General Meeting unless a quorum of members is present. Four members shall be a quorum present in person or by proxy

19. If within half an hour from the time appointed for the meeting a quorum is not 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 Board of Directors

may direct. All members shall be given such notice as is practicable of such an adjourned meeting. The members present at a meeting so adjourned shall be a quorum subject to an absolute minimum of two.

20. At every General Meeting the Chairperson shall preside, if the Chairperson is not present within ten minutes of the appointed time for the meeting, the Vice Chairperson shall preside, if they are also absent the members present shall choose one of their number act as Chairperson whose function shall be to conduct the business of the meeting in an orderly manner.

21. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting shall have a casting vote or second vote.

A resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is duly demanded.

B) Subject to the provisions of the 2006 Act, a poll may be demanded by:

- (i) the Chair, or
- (ii) at least three members having the right to vote at the meeting, or
- (iii) 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

and a demand by a person as proxy for a member shall be the same as a demand by the member.

C) Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

D) The demand for a poll may only be withdrawn with the consent of the Chair.

E) No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.

18 A poll shall be taken at such time and place, and in such manner, as the Chair directs not being more than thirty days after the poll is demanded. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19 The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question on which the poll was demanded.

Votes of members

20 A) Subject as hereinafter provided, every member shall have one vote which may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion. An associate member shall not be entitled to vote.

B) Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Organisation in respect of membership, shall be entitled to vote either in person or by proxy on any question at any General Meeting.

21 A) The appointment of a proxy shall be executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve) –

“[Name of Company]

I/ We, of, being a member/ members of the above-named company, hereby appoint of, or failing him/ her, of, as my/ our proxy to vote in my/ our name[s] and on my/ our behalf at the general meeting of the company to be held on at any adjournment thereof.

Signed on”

B) Where it is desired to afford members an opportunity of instructing the proxy how to act, the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which is usual or which the Trustees may approve) –

“[Name of Company]

I/ We,, of, being a member/ members of the above-named company, hereby appoint of, or failing him/ her of, as my/ our proxy to vote in my/ our name[s] and on my/ our behalf at the general meeting of the company, to be held on and at any adjournment thereof.

This form is to be used in respect of the resolution[s] mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he/ she thinks fit or abstain from voting.

Signed on”

- C) The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some way other approved by the Trustees may –
- a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote; or
 - b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications –
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the company in relation to the meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
 - c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to the Secretary or to any Trustee;
- and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.
- D) A vote given or poll demanded by proxy or by the duly authorised representative of a member which is an organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at:
- (i) its registered office, or
 - (ii) at such other place at which the instrument of proxy was duly deposited or,

- (iii) (where the appointment of the proxy was contained in an electronic communication), at the address at which such appointment was duly received

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Written Resolutions

22. Unless the law says otherwise, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- a) it must be in writing;
- b) it must be signed by all those members (or their duly authorised representatives) entitled to receive notice of and, to attend general meetings (or by such smaller proportion of members as is sufficient by law from time to time);
- c) it may consist of two or more documents in identical form signed by members;
- d) it must state clearly whether it is a special or ordinary resolution

Postal or Electronic Voting

23. The Board may by a resolution approved by 75% of the Directors authorise the use of a postal or electronic ballot for the election of Directors.

24. If the Board decides to hold a postal or electronic ballot for the election of Directors in accordance with Article 23 above:

- a) members must be informed of the method and time limits for submitting nominations not less than 63 Clear Days before the relevant General Meeting. Such notice may be in any communication including a publication sent to members;
- b) nominations signed by a member must be submitted in writing to the Company no later than 42 Clear Days before the date of the relevant General Meeting;
- c) ballot papers or directions for electronic voting shall be sent to all the members of the Company no later than 21 Clear Days before the date of the relevant General Meeting;
- d) the ballot papers or directions for electronic voting shall include details of the deadline by which ballots must be returned to the Company or the electronic votes cast, as appropriate; .
- e) the counting of the ballots will take place at or prior to the relevant General Meeting but after the deadline referred to in 24 (d) above;
- f) the election of Directors shall be carried by a simple majority of the votes cast and in case of equality of votes the Chairperson shall decide between those candidates by lot, and proceed as if the candidate on whom the lot falls had received an additional vote;
- g) if the vote of any member voting by post or electronically is uncertain or spoilt, or if doubt arises as to the intention of the member so voting the

Chairperson shall have an absolute discretion to reject the vote.

Board of Directors

25. The Company shall have a Board of Directors of not less than four and not more than eighteen persons, made up as follows:

- a) not more than sixteen persons nominated by the members of the Company to serve on the Board by virtue of their direct experience of advice work or their particular skills, experience or other such qualification; and
- b) not more than two people co-opted by the Board of Directors.

26. For the avoidance of doubt Board members are the Directors and Trustees of this Charitable Company and as soon as reasonably practicable after appointment as a Director, such Director (including any Director co-opted under Article 25 (b)) shall become a member of the Company and his details shall be inserted into the Company's Register of Members in accordance with Article 3.

27. The sixteen posts referred to in Article 25(a) shall be filled as part of a two-year retirement cycle, so that two places are renewed each year. The procedures for selection and allocation of places shall be determined by the Board of Directors from time to time in accordance with regulations made under Article 64. Co-opted Board members shall retire at the annual general meeting following their co-option, and they shall be eligible for further co-option. In the event that the Company is no longer legally required to hold an Annual General Meeting and the Board decides in any year not to do so, any co-opted Directors must retire before the end of that calendar year.

28. Under no circumstances shall any employee of the Company or any person aged less than eighteen years or anyone who is disqualified by law from being a trustee of a charity or company director be a Director. The office of a member of the Board shall be vacated if that member ceases to be a member of the Board by virtue of any provision of the 1985 Act or the 2006 Act or becomes prohibited by law from being a member of the Board;
In addition and without prejudice to the provisions of Section 168 of the 2006 Act, the Organisation may by Special Resolution remove any member of the Board before the expiration of that member's period of office.

29 A Trustee must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Organisation or in any transaction or arrangement entered into by the Organisation which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Organisation and any personal interest (including but not limited to any personal financial interest).

30. Board members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Board of Directors or General Meetings of the Company or in connection with the business of the Company.

31. The office of a Director shall be immediately vacated if that Director:
- a) in the opinion of a majority of the Board of Directors, fails to declare her/his interest in accordance with Article 29: or
 - b) is absent from three successive meetings of the Board of Directors without special leave of absence from the Board of Directors and they pass a resolution that s/he has by reason of such absence vacated office, provided that any member to be so expelled shall or first given the opportunity to make representation to the Board of Directors; or
 - c) becomes bankrupt or, in the opinion of the Board of Directors, incapable on medical or psychological grounds of carrying out the duties of a Board member, or is otherwise prevented by law from continuing as a company director; or
 - d) is removed from office by Ordinary Resolution of the Company in General Meeting in accordance with the Act: or
 - e) is prohibited by law, and in particular by section 72 of the Charities Act 1972, from serving as a trustee of a charity; or
 - f) resigns the office by notice in writing to the Company (in which case the resignation shall take effect immediately or as stated in the notice) but only if at least three Directors will remain in office when the resignation takes effect; or
 - g) ceases to be a member of the Company, in which case such Director shall automatically cease to be a Director.

Powers and Duties of the Board of Directors

32 The affairs 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 statute the 1985 Act and 2006 Act or by these Articles required to be exercised or done by the Company in General Meeting.

33. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Board of Directors shall from time to time decide, provided that all instruments of expenditure above a certain limit set from time to time by the Board of Directors must be signed by at least two Board of Directors members.

Accounts

- 34 A) The Board shall cause proper accounts to be kept, audited and made available to the members of the Organisation in accordance with the provisions of the 1985 Act or the 2006 Act.
- B) In addition to the above, the Honorary Financial Adviser, or the Chair in the absence of the Honorary Financial Adviser, shall present to each meeting of the Board a written statement of accounts which gives members a full and fair description of the Organisation's financial position.
- 35 Bank or building society accounts shall be opened in the name of the Organisation on such terms as the Board shall decide. The Board shall

decide which of its members and staff may sign cheques on behalf of the Organisation.

- 36 A) The accounting records and other books or documents of the Organisation shall be kept at the registered office or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
- B) No member (other than a member of the Board) shall (as such) have any right of inspecting any of the accounting records and other books or documents of the Organisation except as conferred by statute or authorised by the Board or by the Organisation in General Meeting

Audit

60. Subject to such statutory regulations, requirements or exemptions as may be in force, and unless the Company is eligible for and has decided to apply the small company audit exemptions, once at least in every year the accounts of the Company shall be examined and the correctness of the Income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

61. Where auditors are appointed, they shall be appointed and their duties regulated in accordance with the Act.

Notices

- 37 Any notice to be given to or by any person pursuant to these Articles:
- (A) shall be in writing ; or
- (B) shall be given using electronic communications
- except that a notice calling a meeting of the Board need not be in writing.
- 38 (A) A notice may be served by the Organisation upon any member, either personally or
- by sending it through the post in a prepaid envelope addressed to the registered address of the member as appearing in the register of members or by leaving it at that address; or by giving it using electronic communications to the members' address.
- (B) A member who does not register an address with the Organisation or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Organisation.
- 39 A member present either in person or by proxy at any meeting of the Organisation shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 40 (A) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

- (B) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (C) A notice shall be deemed to be given:
 - (i) 48 hours after the envelope containing it was posted; or
 - (ii) in the case of an electronic communication, 48 hours after it was sent.

Dissolution

41. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these articles

Indemnity

- 42 The Organisation shall indemnify any Trustee or Auditor of the Organisation against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act.

Insurance

- 43 The Board shall have power to purchase and maintain for any Trustee such insurance as is permitted by Clause 4 s) of the Memorandum of Association.

44. Without prejudice to its general powers, 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 of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company subject to such consents as may be required by law.

Proceedings of the Board of Directors

45. Members of the Board of Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit.

46. At every meeting of the Board of Directors the Chairperson shall preside, if the Chairperson is not present within ten minutes of the time appointed for the

meeting, the Vice Chairperson shall preside, in the event of their absence, the members present shall appoint one of their number to act as Chairperson, whose function it shall be to conduct the business of the meeting in an orderly manner. Meetings may be held in person or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

47. Questions arising at any meetings shall be decided by a majority of votes, each member of the Board of Directors present having one vote. In the case of an equality of votes, the Chairperson of the meeting shall have a casting vote only.

48. The Secretary on the requisition of any two Directors shall summon a meeting of the Board of Directors by giving reasonable notice to all Directors. It shall not be necessary to give notice of a meeting of the Board of Directors to any Directors for the time being absent from the United Kingdom.

49. The quorum for Board of Directors meetings shall be fixed in accordance with regulations made under Article 64 and otherwise shall be four members.

50. The Board of Directors may act regardless of any vacancy in their body but, if and so long as their number is less than the quorum, the Board of Directors may act for the purposes of increasing the number of Directors to that number, or of summoning a General Meeting of the Company but for no other purpose.

51. The Board of Directors shall cause accurate records to be made, in books provided for that purpose, of:

- a) the name, details, and date of appointment of all persons appointed to office;
- b) the names of the Directors, officers, members and other persons present at all General, Board and Sub-Committee meetings of the Company;
- c) minutes of all proceedings and resolutions at all General, Board and Sub-Committee meetings of the Company;

52. All such records and minutes shall be open to inspection during normal working hours by any member of the Board of Directors.

53. The Board of Directors may delegate any of their powers to Sub-committees consisting of such members of their body and others as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board of Directors which regulations shall always include provision for regular and prompt reports to the Board of Directors.

54. All acts done by any meeting of the Board of Directors or by any person acting as a member of the Board of Directors shall, even if it be afterwards discovered that there was some defect in the appointment of any Director or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a

Director.

55. A resolution in writing, signed by all the Directors who for the time being are entitled to vote (or such smaller proportion of the Directors as is sufficient by law from time to time), shall be valid and effective as if it had been passed at a meeting of the Board of Directors, and may consist of several similar documents signed by one or more Directors.

56. The Board of Directors may at its discretion invite other persons to attend its meetings, with or without speaking rights and without voting rights.

Officers

57. The Directors shall elect from their own number a Chairperson, Vice Chairperson, Treasurer and any other such officers as they consider fit, for such term of office as the Board of Directors may from time to time determine. Any officer elected by the Board of Directors may be removed by a majority vote of the Board of Directors subject to a right of appeal. For the purposes of calculating such a majority the officer in question, or any vote that he casts, shall not be counted.

Secretary

58. To the extent required by law, or deemed by the Board to be in the interests of the Company, the Board of Directors shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them.

59. No remuneration may be paid to a Secretary who is also a member of the Board of Directors. .

60. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board of Directors member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

Not for Profit Status

61. Clause 6 of the Memorandum of Association relating to the not-for-profit nature of the Company shall have effect as if its provisions were repeated in these Articles.

Regulations

62. The Company in General Meeting or the Board of Directors may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise provided that such regulations are not inconsistent with the Memorandum and Articles of Association, or amounting to such an addition or alteration which could only legally be made by Special Resolution, as they may think fit for the management, conduct and

regulation of the affairs of the Company and the proceedings and powers of the Board of Directors and subcommittees. All members of the Company and the Board of Directors shall be bound by such regulations whether or not they have received a copy of them.

Dissolution

63. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

Alteration of the Articles

64. The Company may alter these Articles only by a special resolution or by a written resolution. A special resolution must be passed at a meeting of members of which 21 Clear Days' notice (or such shorter period of notice as is sufficient by law from time to time) has been given of the intention to pass a special resolution and at which 75% of those voting vote in favour of it. Such a resolution may be passed on shorter notice if 95% of members having the right to vote agree (or such lower percentage as is sufficient by law), unless it is in respect of an annual general meeting in which case 100% of the members having the right to vote must agree to such short notice (or such smaller proportion of the members as is sufficient by law from time to time).

67. No alteration may be made to an Article which directs or restricts the way money or property of the Company may be used or which authorises any benefit for Directors without the Charity Commission's prior written approval where that is required by law.