

ARTICLES OF ASSOCIATION OF DSA-QAG



**Eversheds
Kett House
Station Road
Cambridge
CB1 2JY**

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

OF
DSA-QAG

1. PRELIMINARY

The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Company and these Articles alone shall constitute the regulations of the Company.

2. INTERPRETATION

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

“the Act” the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

“these Articles” these Articles of Association, whether as originally adopted or as from time to time altered by special resolution

“Associate Members” persons admitted to associate membership in accordance with Article 4.6 who, for the avoidance of doubt, shall not be members and shall have no rights or obligations to the Company as members, whether under these Articles, the Act or otherwise but whose associate membership shall be subject to any rules or bye-laws made by the Board of Directors pursuant to article 22.1.2

“the Board of Directors” the Directors for the time being acting as the Board of the Company

“the Chair” the Chair of the Board of Directors as appointed pursuant to Article 14.1 from time to time, the first such Chair to be Ms Judith Wendy Archer

“Charity Commission” the charity commission established by law as the regulator and registrar for charities in England and Wales

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

"the Deputy Chair"	the Deputy Chair of the Board of Directors as appointed pursuant to Article 14.1 from time to time
"DfES"	the Department for Education and Skills
"the Directors"	the Directors for the time being of the Company or (as the context shall require) any of them acting as the Board of Directors of the Company
"executed"	includes any mode of execution
"Independent Directors"	the Directors co-opted by the Board of Directors under Article 10.3.5
"member"	a member of the Company as defined in section 2 of the Act
"Non-Student Representative"	a person nominated by the NUS who is not a student or sabbatical officer of the NUS
"NUS"	National Union of Students
"Observer"	such nominated person as DfES may notify to the Board of Directors in writing from time to time as being its representative
"Office"	the registered office of the Company
"LA Regional Consultative Group"	the student finance local authority LA Regional Consultative Group which is organised by DfES
"the seal"	the common seal of the Company (if any)
"the Secretary"	the Secretary appointed by and to the Board of Directors
"Sex Offences"	the sexual offences listed in Schedule 1 of the Sex Offenders Act 1997
"Sex Offenders Register"	the sex offenders register kept by the police pursuant to the notification requirements of the Sex Offenders Act 1997
"SKILL"	Skill: National Bureau for Students with Disabilities, a company limited by guarantee, whose registered number is 2397897
"Student Representative"	a person nominated by the NUS who is a student or sabbatical officer of the NUS
"the United Kingdom"	The United Kingdom of Great Britain and Northern Ireland

2.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

3. **OBJECTS**

The Company is established for the objects expressed in the Memorandum of Association.

4. **MEMBERS**

4.1 The following persons shall be entitled to be admitted as members of the Company:

4.1.1 NUS;

4.1.2 DfES;

4.1.3 SKILL;

4.1.4 LA Regional Consultative Group; and

4.1.5 the Independent Directors.

4.2 Other than as set out in Article 4.1 no person or body shall be admitted as a member of the Company unless it is approved by the members of the Company by ordinary resolution in general meeting, such resolution to set out the voting rights of such new member. Nominations for membership of the Company either may be made by any member of the Company after consultation with the Board of Directors or may be made by a majority of the Board of Directors.

4.3 Every person or body who wishes to become a member shall deliver to the Company an application for membership in such form as the Directors require to be executed by it.

4.4 Membership shall not be transferable and shall cease on insolvency or dissolution or upon all the members (except the member in question) resolving in general meeting to remove such member as a member.

4.5 Any member of the Company may resign its membership at any time by giving notice in writing to the Secretary addressed to the Secretary at the Office.

4.6 The Board of Directors may from time to time accept applications from persons for Associate Membership. Such Associate Members shall be required to have some ongoing involvement with the activities of the Company as set out in the Memorandum of Association. In considering applications from persons for Associate Membership, the Board of Directors shall have regard to whether the proposed Associate Member can contribute towards the achievement of the objects of the Company.

5. **GENERAL MEETINGS**

5.1 The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Board of Directors shall appoint.

- 5.2 The Board of Directors may call general meetings. All general meetings other than annual general meetings shall be called extraordinary general meetings. Extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitions as is provided by the Act.

6. NOTICE OF GENERAL MEETINGS

- 6.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be convened by the Secretary giving at least twenty-one clear days' notice of the meeting to members.

- 6.2 All other meetings of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen clear days' notice in writing issued by the Secretary but a general meeting may be called by shorter notice if it is so agreed:

6.2.1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

6.2.2 in the case of any other meeting by a majority together representing not less than ninety-five per cent of the total voting rights at the meeting of all the members;

provided that a meeting called by shorter notice shall not include as business the winding up of the Company, or the removal from office of a member or removal from office of a director.

The notice issued by the Secretary shall specify the time and place of the meeting and the nature of the business to be transacted.

- 6.3 Subject to the provisions of these Articles notice of general meetings shall be given to all members, to all Directors, to any Observer, to any Associate Member and to the auditors of the Company from time to time (if any).

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

- 6.5 Notwithstanding that the Company does not have a share capital, every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1 No business shall be transacted at any general meeting unless a quorum of members is present personally or, in the case of a corporate member, by its duly authorised representative. Three persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member shall be a quorum. If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting shall stand adjourned to such time and place as the members may determine.

- 7.2 The Chair or Deputy Chair in the Chair's absence shall preside as Chair at every general meeting of the Company, or if neither the Chair or the Deputy Chair shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be chair of the meeting.

- 7.3 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 7.4 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote which the Chair may have.
- 7.5 A declaration by the Chair that a resolution has been carried or carried unanimously, or a particular majority, or lots, or not carried by a particular majority and an entry to the effect in the minutes of a meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 7.6 The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.
- 7.7 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which it was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

8. **INTERESTS OF MEMBERS**

- 8.1 Unless approved by the Board of Directors no member shall take or hold any interest in any property held or used for the purpose of the Company.
- 8.2 A member who has any financial interest in the supply of work or goods to or for the purposes of the Company, any contract or proposed contract concerning the Company or any other matter relating to the Company or who has any other interest in any matter relating to the Company shall:
- 8.2.1 disclose the nature and extent of its interest; and
- 8.2.2 if it is present at a meeting of the Company or of any committee of the Company at which such supply, contract or other matter is to be considered, not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which it is not entitled to vote.
- 8.3 The Company shall maintain registers of the disclosed interests of the members, and of such other senior members of staff at the Company as the Board of Directors shall determine and the registers shall be made available during normal office hours of the Company to any person wishing to inspect same.

9. **VOTES OF MEMBERS**

9.1 On a show of hands or upon a poll every member present in person or by proxy or, in the case of a corporate member or unincorporated association, being present by its duly authorised representative shall have the following number of votes:

9.1.1 the LA Regional Consultative Group shall have four votes for so long as it is a member;

9.1.2 NUS shall have two votes for so long as it is a member;

9.1.3 DfES shall have one vote for so long as it is a member;

9.1.4 SKILL shall have one vote for so long as it is a member;

9.1.5 each Independent Director shall have one vote; and

9.1.6 any other member from time to time shall have the number of votes given to them upon their admission to membership in accordance with article 4.2.

9.2 In the case of an equality of votes, the Chair shall have a second or casting vote.

9.3 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in a form acceptable to the Board of Directors.

9.4 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority notarially or in some other way approved by the Directors may:

9.4.1 be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose 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 or adjourned meeting at which the person named in the instrument proposes to vote; or

9.4.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited 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

9.4.3 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 of that meeting or to the Secretary or to any Director,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

9.5 A vote given by proxy 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 the Office or at such other place at which the instrument of proxy was duly deposited before 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.

9.6 In the event that DfES shall not be a member, an Observer shall be entitled to receive notice of all meetings of the company in accordance with Article 6.1 and shall be entitled to speak at all such meetings which he or she attends but, for the avoidance of doubt, will have no voting rights whatsoever.

10. **THE BOARD OF DIRECTORS**

- 10.1 The Company and the property and affairs thereof shall be under the control and management of the Board of Directors. The Board of Directors shall carry on and conduct the Company in accordance with any relevant statutory provisions for the time being in force, and any relevant orders or regulations made thereunder and in accordance with the Memorandum and Articles of Association of the Company, and shall exercise all the powers of the Company whatsoever, save only such powers as under the Memorandum and Articles of Association of the Company or under the Act are required to be exercised by the Company in general meeting.
- 10.2 The Board of Directors shall comprise not more than eleven Directors appointed in accordance with the provisions of these Articles.
- 10.3 The composition of the Board of Directors shall be as follows (all of whom shall be appointed subject to Article 10.4 for a fixed term of office):
- 10.3.1 for so long as the LA Regional Consultative Group is a member, four Directors who are nominated by the LA Regional Consultative Group, such member may appoint an alternate director where an appointed director is unable to attend a meeting of the Board of Directors;
 - 10.3.2 for so long as NUS is a member, two Directors who are nominated by NUS, of which one shall be a Student Representative and one shall be a Non-Student Representative, such member may appoint an alternate director where an appointed director is unable to attend a meeting of the Board of Directors;
 - 10.3.3 subject to Article 10.7, for so long as DfES is a member, one Director who is nominated by DfES, such member may appoint an alternate director where the appointed director is unable to attend a meeting of the Board of Directors;
 - 10.3.4 for so long as SKILL is a member, one Director who is nominated by SKILL, such member may appoint an alternate director where the appointed director is unable to attend a meeting of the Board of Directors; and
 - 10.3.5 at least three Independent Directors co-opted by the Board of Directors from among persons with experience or skills relevant to the purposes of the Company who shall, as a condition of their appointment, also become a member (with one of the first such Independent Directors to be Ms Jayne Aldridge).
- 10.4 Each person nominated as a Director or alternate director shall be capable of being removed and/or replaced by that director's or alternate director's nominating body.
- 10.5 An alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.
- 10.6 No person shall hold office or act as a Director or alternate director (unless an Independent Director) unless that director's or alternate director's nominating body is a member of the Company.

10.7 In the event that no Director nominated by DfES is appointed from time to time for any reason including in the event that DfES is not a member, an Observer shall be entitled to receive notice of all meetings of the Board of Directors in accordance with Article 13.3 and shall be entitled to speak at all meetings of the Board of Directors which he or she attends.

10.8 The Board of Directors of the Company shall give careful consideration to the views of an Observer but shall be under no obligation whatsoever to act in accordance with his or her instructions.

11. **TERM OF OFFICE OF DIRECTORS**

11.1 Directors shall be appointed for a period ("term of office") not exceeding three years.

11.2 Directors retiring at the end of their terms of office shall be eligible for re-appointment. Unless otherwise resolved by the Board of Directors, Directors shall not serve for more than two consecutive terms of office.

11.3 Upon any Independent Director ceasing to hold office as Director, he/she shall automatically cease to be a member.

12. **PERSONS INELIGIBLE TO BE DIRECTORS**

12.1 No person who is under the age of 18 years shall be eligible for appointment or re-appointment as a Director.

12.2 The office of a Director shall be vacated if that person:

12.2.1 ceases to be a Director by virtue of any provision of the Act or these Articles or becomes prohibited by law from being a Director; or

12.2.2 becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

12.2.3 ceases to be eligible to be a trustee of a charity; or

12.2.4 is, or may be, suffering from mental disorder and either:

12.2.4.1 is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

12.2.4.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for that person's detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to that person's property or affairs; or

12.2.5 resigns his or her office or membership by notice to the Company; or

12.2.6 shall for more than three consecutive meetings of the Board of Directors have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his or her office be vacated; or

- 12.2.7 is disqualified from acting as a director under the Company Directors Disqualification Act 1986; or
- 12.2.8 is included on any register of persons deemed unsuitable for work with children including "List 99", the Sex Offenders Register and any similar or equivalent or successive official register held under child protection legislation including the lists of those considered unsuitable to work with children held by the Department of Health or DfES from time to time.
- 12.3 A person shall be disqualified from holding, or from continuing to hold, office as a Director if, either before the appointment would otherwise have taken effect, or since the appointment, he or she has been convicted, whether in the United Kingdom or elsewhere, of any offence and has had passed on him or her a sentence of imprisonment (whether suspended or not) for a period of not less than 3 months without the option of a fine, including any spent convictions relating to Sex Offences. This provision should be disregarded if any conviction by or before a Court outside the United Kingdom of any offence in respect of which, if it had taken place in any part of the United Kingdom, would not have constituted an offence under the law in force in that part of the United Kingdom. Where, by virtue of this paragraph, a person becomes disqualified from holding office as a Director that person shall give notice of that fact to the Board of Directors.
- 12.4 No Director shall take or hold any interest in any property held or used for the purposes of the Company otherwise than as permitted by the Memorandum of Association.

13. ORDINARY AND SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

- 13.1 Ordinary meetings of the Board of Directors shall be held at such times as may from time to time be thought fit by the Board of Directors provided that in each year not less than two ordinary meetings be held.
- 13.2 A special meeting may at any time be summoned by direction of the Board of Directors or the Chair or Deputy Chair for the time being, or shall be summoned at the request in writing of any three Directors. No business shall be transacted at any special meeting other than any business specified in the notice summoning the meeting and any business incidental thereto. Any such meeting shall be convened by the Secretary within twenty-one days of receiving the direction or the request.
- 13.3 Every ordinary or special meeting shall be summoned by notice in writing delivered or addressed and posted to each Director and any Observer nominated in accordance with Article 10.7. In the case of an ordinary or special meeting such notice shall be delivered or posted by the Secretary seven clear days before the date of the meeting save that in the case of a special meeting summoned by the Chair (or in the Chair's absence the Deputy Chair) only three clear days' notice need be given.

14. PROCEEDINGS AT MEETINGS OF THE BOARD OF DIRECTORS

- 14.1 The Directors shall appoint a Chair from amongst the directors appointed by the LA Regional Consultative Group in accordance with Article 10.3.1 and a Deputy Chair from amongst the other Directors. The Chair and Independent Directors shall be eligible to be remunerated provided that any remuneration paid to directors shall accord at all times with the regulatory requirements of the Charity Commission.

- All Directors may be paid reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or Committees of Directors or general meetings or meetings separate meetings of the holders of any class of shares or debentures of the company or otherwise in connection with the discharge of their duties provided that payments made to directors shall accord at all times with the regulatory requirements of the Charity Commission.
- 14.2 The terms of office of the Chair and Deputy Chair shall be as provided in Article 11 but shall be phased so that the Chair and Deputy Chair's term of office do not expire in the ordinary course in the same calendar year . The Chair and Deputy Chair may at any time by notice in writing to the Board of Directors respectively resign their offices.
 - 14.3 At the first meeting following the expiry of the term of office of the Chair or Deputy Chair, or following the resignation of the Chair or Deputy Chair, the Directors shall appoint a new Chair or Deputy Chair (as the case may be) from amongst their number.
 - 14.4 Chairs and Deputy Chairs retiring at the end of their respective terms of office shall be eligible for reappointment, but shall not hold office for a period of more than six consecutive years as either or both Chair or Deputy Chair.
 - 14.5 The Chair, or in the Chair's absence the Deputy Chair, shall preside at meetings of the Board of Directors. If both are absent from any meeting or part of a meeting, the Directors present shall choose one of their members to act as Chair for that meeting.
 - 14.6 Questions arising at a Board of Directors meeting shall be decided by a majority of votes. Every Director shall have one vote.
 - 14.7 In the event of an equality of votes at a meeting the Chair shall have a second or casting vote. Votes shall be given in person and not by proxy or by way of postal vote.
 - 14.8 No business shall be transacted at any meeting unless a quorum, being six Directors, is present at the commencement of the meeting and at the time the business in question is transacted.
 - 14.9 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Directors present may determine. At that adjourned meeting those Directors present (being at least 3 persons) shall be a quorum.
 - 14.10 The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
 - 14.11 A Director who has any financial interest in the supply of work or goods to or for the purposes of the Company, any contract or proposed contract concerning the Company, or any other matter relating to the Company or who has any other interest in any matter relating to the Company shall:

- 14.11.1 disclose the nature and extent of that interest; and
 - 14.11.2 if he or she is present at a meeting of the Board of Directors or of any committee of the Company at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he or she is not entitled to vote.
- 14.12 The Secretary shall maintain registers of interests of Directors.
 - 14.13 The validity of any proceedings shall not be affected by a vacancy among the Directors or by any defect in the appointment or nomination of a Director.
 - 14.14 Subject to these Articles, the Board of Directors may regulate its proceedings as it thinks fit.
 - 14.15 A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
 - 14.16 Subject to the prior approval of the Chair or in the Chair's absence the Deputy Chair having been obtained, a member of the Board of Directors or of a committee of the Board of Directors may participate in a meeting of the Board of Directors or a committee of the Board of Directors by means of such conference, telephone or other similar communications equipment as permits all persons participating in the meeting to hear each other and a member of the Board of Directors participating in such a meeting by such means shall be deemed to be present at the meeting and be counted in the quorum.
- 15. **SECRETARY OF COMPANY**
 - 15.1 Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them; provided always that no Director may hold office as Secretary where such office is remunerated and provided also that any remuneration paid to any Secretary shall accord at all times with the regulatory requirements of the Charity Commission.
 - 15.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.
- 16. **MINUTES**

The Directors shall cause minutes to be made in books kept for the purposes:

 - 16.1 of recording the names and addresses of all members; and
 - 16.2 of all appointments of officers made by the Directors; and
 - 16.3 of all proceedings at meetings of the Company and of the Directors and of committees constituted pursuant to these Articles including the names of Directors and members (as appropriate) present at each such meeting.

17. **THE SEAL**

If the Company has a seal it shall only be used with the authority of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one Director and by the Secretary or another Director.

18. **ACCOUNTS**

No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company.

19. **NOTICES**

19.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.

19.2 The Company may give notice to a member either personally or by sending it by first class post in a pre- paid envelope addressed to the member at its registered address or by leaving it at that address, or (if it has no registered address within the United Kingdom) to or at the address, if any, within the United Kingdom supplied by it to the Company for the giving of notices to it, but otherwise, no such member shall be entitled to receive any notice from the Company.

19.3 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted.

19.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

20. **WINDING UP**

Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

21. **INDEMNITY**

21.1 In the lawful execution of their duties and the exercise of their rights in relation to the affairs of the Company (and without prejudice to any indemnity to which they may otherwise be entitled) every Director or other officer or employee of the Company may be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by them.

21.2 The Directors shall have power to purchase and maintain at the expense of the Company for the benefit of any Director, officer or auditor or employee of the Company insurance against any such liability as is referred in section 310(1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to that director or other persons as set out above for loss or expenditure which that person may incur in relation to anything done or alleged to have been done or omitted to be done as a Director, officer or auditor or employee.

22. **RULES OR BYE-LAWS**

22.1 The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and the Scheme and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye-laws regulate:

22.1.1 the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

22.1.2 the admission and classification of Associate Members and the rights and privileges of Associate Members (if any) and the conditions of Associate Membership and the terms on which Associate Members may resign or have their Associate Membership terminated and the entrance fees, subscriptions and other fees or payments to be made by the Associate Members;

22.1.3 the conduct of members of the Company in relation to one another, and to the Company's servants;

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

22.1.5 the procedure at general meetings in Article 7 and meetings of the Directors and committees constituted pursuant to these Articles in so far as such procedure is not regulated by these Articles;

22.1.6 and, generally, all such matters as are commonly the subject matter of such rules,

provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Company or these Articles,

22.2 The Company shall have power to alter or repeal the rules or bye-laws referred to in Article 22.1 and to make additions thereto. The Directors shall adopt such means as they deem sufficient to bring to the notice of members all such rules or bye-laws made pursuant to this Article 22 which, so long as they shall be in force, shall be binding on all members.

Name and Address of subscribers:

JAYNE ALDRIDGE

Signed:

Dated:

Address:

Witness to the above signature:

Signed:

Print Name (Block capitals)

Address:

Occupation:

LOCAL AUTHORITY REGIONAL CONSULTATIVE GROUP

Signed:
A duly authorised representative

Print Name (Block capitals)

Dated:
Address:

Witness to the above signature:

Signed:

Print Name (Block capitals)

Address:

Occupation: