





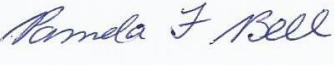

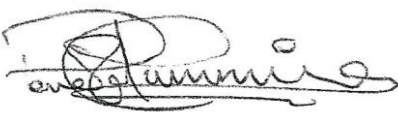
THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION of
PAIN CONCERN

THE COMPANIES ACT 2006

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees on the 07th of June 2016 to become a member of the company.

Name of each subscriber	Signature of each subscriber
Heather M Wallace	
Christine M Hughes	
Jean Gaffin	
Paul Black	
Pamela bell	
Christopher J Braun	
Penelope A Cumming	

Dated 7 June 2016

THE COMPANIES ACT 2006

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ARTICLES of ASSOCIATION of
PAIN CONCERN

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

PAIN CONCERN

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Constitution of company

1. The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company except in so far as they are repeated in these articles.

Defined terms

2. In these articles of association, unless the context requires otherwise:-
 - (a) "Act" means the Companies Acts (as defined in Section 2 of the Companies Act 2006) in so far as they apply to the Company;
 - (b) "authorised representative" means individual who is authorised by a member which is an organisation to represent the member at the meetings of the company and whose name is given to the company and who shall have the powers as set out in these Articles;
 - (c) "articles" means the company's articles of association;
 - (d) "branches" mean local branches of the company;
 - (e) "Charities Act" means the Charities and Trustee Investment (Scotland) Act 2005 including any statutory modifications or re-enactments thereof for the time being in force;
 - (f) "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities Act or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
 - (g) "company" means Pain Concern, a registered Scottish charity having the number SC023559;
 - (h) "director" means a means a director of the company under the Act and a charity trustee under the Charities Act and the Charities Act 2011, and includes any person occupying the position of director, by whatever name called;
 - (i) "document" includes, unless otherwise specified, any document sent or supplied in electronic form;
 - (j) "electronic form" has the meaning given in section 1168 of the Companies Act 2006;
 - (k) "member" has has the meaning given in section 112 of the Companies Act 2006;
 - (l) "ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

- (m) "OSCR" means the Office of the Scottish Charity Regulator;
- (n) "property" means any property, heritable or moveable, real or personal, wherever situated; and
- (o) "proxy notice" has the meaning given in article 42;
- (p) "purpose(s)" means a charitable purpose under section 7 of the Charities Act and section 2 of the Charities Act 2011 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
- (q) "special resolution" has the meaning given in section 283 of the Companies Act 2006;
- (r) "subsidiary" has the meaning given in section 1159 of the Act; and
- (s) "'writing" means 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.

Purposes

This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the company such that any activity which would otherwise be permitted by the terms of this clause may be carried on only if that activity furthers a purpose which is regarded as charitable; the expression "charitable" shall mean a charitable purpose under Section 7 of the Charities Act and Section 2 of the Charities Act 2011 (including any statutory amendments or re-enactments for the time being in force for both) which is also regarded as a charitable purpose in relation to the application of the Taxes Acts, but subject to that overriding qualification, the purposes of the company are:-

- 3. To promote relief for and the preservation and protection of the physical and mental health of people living with pain and those caring for them.
- 4. The company may (subject to first obtaining the consent of OSCR) add to, remove or vary the company's purposes; declaring that on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered with the register of companies.

Powers

- 5. The company has power to do anything which will further its charitable purposes or which is conducive or incidental to doing so.

Restrictions on use of the company's assets

- 6.1 The income and property of the company shall be applied solely towards promoting the company's purposes.

- 6.2 No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
- 6.3 No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

Liability of members

7. Each member undertakes that if the company is wound up while he/she/it is a member (or within one year after he/she ceases to be a member), he/she/it will contribute up to a maximum of £1 to the assets of the company, to be applied towards:
 - 7.1 payment of the company's debts and liabilities contracted before he/she/it 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.

General structure

8. The structure of the company consists of:-
 - 8.1 the MEMBERS - who have the right to attend the annual general meeting (and any general meeting) and have important powers under the articles of association and in accordance with section 112 of the Act.
 - 8.2 the DIRECTORS – means the directors of the company, and includes any person occupying the position of director, by whatever name called who are also charity trustees in accordance with the provisions of the Charities Act and the Charities Act 2011.

Qualifications for membership

9. The members of the company shall consist of the subscribers to the memorandum of association and such other persons and bodies as are admitted to membership under articles 12 to 16. There shall be no limit on the number of members.
10. Membership shall be open to:-
 - 10.1 Individuals of 18 years and over who are interested in furthering the work of the company;
 - 10.2 National, international, local, voluntary or other non-profit distributing organisations, whether corporate or unincorporated, which are interested in furthering the work of the company;

- 10.3 Junior membership is open to those under the age of 18 years who are interested in furthering the work of the company. Junior members shall not be entitled to vote;
11. Members bodies under article 10.2 may nominate by notice to the Company in writing, no more than one individual as their representative at any given time.
12. Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

Application for membership

13. Any person or body who/which wishes to become a member must sign, and lodge with the company, a written application for membership in such form as the directors require; in the case of a corporate or unincorporated body, the application must be signed by an appropriate officer of that body.
14. Any individual or body applying for admission as a member shall lodge such evidence in support of the application as the directors may require.
15. The directors may, at their discretion, refuse to admit any person or body to membership if they consider that it is in the best interests of the company to do so.
16. The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application and appropriate supporting evidence; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.
17. Each member shall be bound to further to the best of their ability the purposes in the interests of the company.

Membership subscription

- 18.1 Members of the company may be required to pay an annual subscription of such amount, on such date and subject to such terms as may be determined from time to time by the directors.
- 18.2 Any member may at the discretion of the directors be exempted from payment of the annual membership subscription.

Register of members

19. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member. In the case of a individual who was nominated by a member body under article 11, the entry against his/her name shall also include details of the unincorporated or corporate body which nominated him/her as their representative.

Withdrawal from membership

20. Any person or body who/which wishes to withdraw from membership shall sign (in the case of a corporate or unincorporated body, through an appropriate officer), and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she/it shall cease to be a member.

Expulsion from membership

21. Any person or body may be expelled from membership by the directors, providing the following procedures have been observed:-
- 21.1 at least 21 days' notice of the intention of expulsion must be given to the member concerned, specifying the grounds for the proposed expulsion; and
- 21.2 the member concerned shall be entitled to be heard at the general meeting deliberating on the expulsion.

Termination/transfer

22. Membership shall cease on death (or in the case of a corporate or unincorporated body) on receivership, liquidation, dissolution or striking-off of the body which constituted the member.
23. An unincorporated body which has nominated an individual for membership may withdraw its nomination at any time by written notice to the company to that effect; on receipt of the notice by the company, the individual in question shall automatically cease to be a member of the company.
24. A member may not transfer his/her/its membership to any other person.

General meetings (meetings of members)

25. The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
26. Not more than 15 months shall elapse between one annual general meeting and the next.
27. The business of each annual general meeting shall include:-
- 27.1 a report by the trustees on the activities of the company;
- 27.2 consideration of the annual accounts of the company;
- 27.3 the election/re-election of directors, as referred to in articles 55 to 59;
- 27.4 the appointment of auditors;

- 27.5 Consideration of any resolution proposed by the directors on the requisition of not less than two members of the company having the right to vote at general meetings provided that such requisition is received by the company's secretary not less than 42 days before the meeting.
- 27.6 The transaction of such other matters as may from time to time be necessary.
28. The directors may convene a general meeting at any time.
29. The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

30. At least 14 clear days' notice must be given of an annual general meeting or general meeting.
31. The reference to "clear days" in article 30 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
32. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 35) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
33. The notice convening a meeting shall specify whether the meeting is to be an annual general meeting or a general meeting.
34. Notice of every general meeting shall be given
- 34.1 in hard copy form; or
- 34.2 in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
- 34.3 (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

35. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 30 to 34; for the avoidance of doubt, the reference to a 75% majority relates only to

the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

36. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
 - 36.1 to alter its name
 - 36.2 to alter any provision of these articles or adopt new articles of association.
37. For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at an annual general meeting or general meeting, providing proper notice of the meeting has been given in accordance with articles 30 to 34.

Procedure at general meetings

38. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be five, or such other number not less than three as the company may from time to time determine in general meeting.
39. Members can be present in person, or (in the case of members which are corporate bodies) present via their duly authorised representative or by videoconferencing, teleconferencing.
40. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence or if, during a meeting, a quorum ceases to be present the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
41. The chair (or in their absence the vice chair) of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair or vice-chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
42. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
43. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either:
 - 43.1 Personally or by proxy; or
 - 43.2 In the case of a corporate body, via its duly appointed representative present at the meeting.
44. A member which is a corporate body shall be entitled to authorise an individual to attend and vote at general meetings; he/she will then be entitled to exercise

the same powers on behalf of the body which he/she represents as that body could have exercised if it had been an individual member of the company.

45. Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
 - 45.1 shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or
 - 45.2 shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require);providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
46. An instrument of proxy which does not conform with the provisions of article 45, or which is not lodged or sent in accordance with such provisions, shall be invalid.
47. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
48. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.
49. A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
50. A resolution put to the vote at a general meeting shall be decided on a show of hands in person and/or by hands videoconferencing and teleconferencing unless a secret ballot is demanded by the chairperson (or by at least five persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared. A demand for a secret ballot may be withdrawn by the person or persons who demanded it.
51. If a secret ballot is demanded, it shall be taken at the meeting or adjourned meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting (or adjourned meeting) at which the ballot was demanded.

Minimum and Maximum number of directors

52. The minimum number of directors shall be five and the maximum number of directors shall be twelve.

Eligibility

53. A member shall only be eligible for appointment as a director if he/she is not an employee of the company;

Election, retiral, re-election

Retiral of directors

54. At the end of each annual general meeting, one third, or the number nearest to one third, of the directors elected under articles 55 and 56 shall retire from office.
- 54.1 The retiring members shall be those who have been longest in office since their last election.
- 54.2 Should members have been in office the same length of time those to retire shall (unless they otherwise agree amongst themselves) be decided by lot.
- 54.3 Retiring members are eligible for re-election.

Appointment of directors

55. The members may by ordinary resolution (subject to articles 52 and 53) appoint any member (providing he/she is willing to act) to be a director, provided that:
- 55.1 He or she is a director retiring by rotation and he or she is recommended for re-election by the directors; or
- 55.2 Not less than 42 clear days before the date of the meeting, the company secretary is given a notice that:
- 55.2.1 Is signed by a member entitled to vote at the meeting and by the member who is to be proposed to show his or her willingness to be appointed.;
- 55.2.2 states the member's intention to propose the appointment of a member as a director;
- 55.2.3 contains the details that, if the member were to be appointed, the company would have to file at Companies House.
56. All members who are entitled to receive notice of a general meeting must be given not less than 14 clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation
57. In order to fill any vacancies on the board, the directors may (subject to articles 52 and 53) at any time appoint:

- 57.1 any member (providing he/she is willing to act) to be a director; or
- 57.2 up to 2 non-members of the company to be a director (providing he/she is willing to act) on the basis that he/she has specialist experience and/or skills which could be of assistance to the board or on the basis that he/she has been nominated by a body with which the company has close contact in the course of its activities
58. All directors appointed under article 57 shall retire from office at the end of the next annual general meeting.
- 58.1 Member directors shall be eligible for election at that meeting;
- 58.2 Non-member-directors may at the discretion of the directors and under the provisions of clause 57 be re-appointed for a further period of service.

Termination of office

59. A director shall automatically vacate office if:-
- 59.1 he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
- 59.2 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
- 59.3 (in the case of a director elected/appointed under articles 55 and 56) he/she ceases to be a member of the company or (if he/she was nominated by a corporate body) the corporate body which nominated him/her ceases to be a member of the company
- 59.4 he/she becomes an employee of the company
- 59.5 he/she resigns office by notice to the company
- 59.6 he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
- 59.7 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act
- 59.8 that person becomes disqualified from acting as a charity trustee under the terms of the Charities Act and the Charities Act 2011.

Register of directors

60. The directors shall maintain a register of directors, setting out full details of each director, the name of the director, the home address of the director, the birth

date of the director, the name of the corporate member which nominated each director (if applicable), the date on which each such person became a director, and the date on which any person ceased to hold office as a director.

Office bearers

61. The directors shall elect from among themselves a chair, vice chair, secretary and treasurer, and such other office bearers (if any) as they consider appropriate.
62. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall be eligible for re-election.
63. A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

64. Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.
65. The directors can make such procedural rules as may be required to establish and operate the branches and alter or add to any such procedural rules as may be necessary and appropriate.

Personal interests

66. A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred from voting on the question of whether or not the company should enter into that arrangement.
67. For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act, Charities Act or Charities Act 2011), has a personal interest in that arrangement.
68. Provided
 - 68.1 he/she has declared his/her interest
 - 68.2 he/she has not voted on the question of whether or not the company should enter into the relevant arrangement and
 - 68.3 the requirements of article 67 are complied with,a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 67) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

69. No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director.
70. Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then subject to the requirements of Chapter Nine of the Charities Act:
 - 70.1 the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - 70.2 the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
 - 70.3 less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
71. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at directors' meetings

72. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
73. The directors must hold at least 4 meetings a year and not more than 4 months shall elapse between meetings.
 - 73.1 Subject to the articles, directors participate in a meeting of the directors, or part of a directors meeting when
 - 73.1.1 the meeting has been called and takes place in accordance with the articles; and
 - 73.1.2 they can communicate to the others any information or opinions they have on any particular item of the business of the meeting.
 - 73.2 in determining whether the directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
 - 73.3 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.
74. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

75. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be one-third of the membership and not less than three.
76. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
77. Unless he/she is unwilling to do so, the chair (or in their absence the vice-chair) of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair or vice-chair is unwilling to act as chairperson or is not present within 5 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
78. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
79. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must absent himself from any meeting during the discussion of such business and shall refrain from voting on the matter.
80. For the purposes of article 67, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
81. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
82. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.
83. A resolution in writing or by electronic means signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened, held and constituted. Any such resolution may consist of several documents in the like form each signed by one or more of the directors, or may be approved by letter, signed by the director or directors giving approval.

Conduct of directors

84. Each of the directors shall, in exercising his/her functions as a director of the company, act in the best interests of the company; and, in particular, must
 - 84.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects.

- 84.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
- 84.3 in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party
 - 84.3.1 put the interests of the company before that of the other party, in taking decisions as a director
 - 84.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question
- 84.4 ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities Act or the Charities Act 2011.

Delegation

- 85. The directors may delegate any of their powers to any person or sub-committee, whether standing or ad-hoc, consisting of one or more directors and such other persons (if any) as the directors may determine.
- 86. Any delegation of powers under article 85 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 87. The rules of procedure for any such person or sub committee shall be as prescribed by the directors, and may be revoked in whole or in part or have its terms and conditions varied. Subject to any such rules, any person or sub-committee shall conform generally to the rules for procedure at directors' meetings. Any person or sub-committee shall report on their proceedings to the directors in the manner set out in the rules or procedure and shall only incur expenditure within the budget set by the directors or with the directors' prior approval.

Branches

- 88. The directors may establish branches for the furtherance of the purposes of the company. Each branch so established shall act in pursuance of the said objects and of the policy of the Company. The branch shall conform to any procedural rules and regulations that may from time to time be laid down by the directors.

Operation of bank accounts

- 89. The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company; at least one out of the two signatures must be the signature of a director.

Secretary

90. The directors may (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the such conditions of appointment shall be as determined by the directors; the company secretary may be removed by them at any time.

Minutes

91. The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

92. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
93. The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
94. No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors.

Notices

95. Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
96. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
97. Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up

98. If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the company at or before the time of dissolution, to be used solely for a charitable purpose or charitable purposes which are similar in whole or in part to those of the company.

Indemnity

99. Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted **or** any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
100. The Company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).