AMINA
The Muslim Women's Resource Centre

MEMORANDUM OF ASSOCIATION

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION of

Amina – the Muslim Women's Resource Centre

Registered in Scotland No. SC432921

Scottish Charity No. SC027690

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

of

Amina – the Muslim Women's Resource Centre

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

Name of each subscriber	Authentication by each subscriber
FARIHA (FIONA) JANET THOMAS	F J Thomas
AZIZA KHAND	Aziza Khand
Faten Hameed	[illegible]
Sobia Fraz-Khan	Sobia. F. Khan.
Hatham AL-Jubouri	[illegible]
JAMILAH ADEWUNMI HASSAN	[illegible]
Bano Younas	Bano Younas

Dated: 13th September 2012

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

Of

Amina – the Muslim Women's Resource Centre

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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.

Defined terms

2 In these articles of association, unless the context requires otherwise:-

(a) “Act” means the Companies Act 2006;

(b) “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;

(c) “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of sections 505 and 506 of the Income and Corporation Taxes Act 1988;

(d) “electronic form” has the meaning given in section 1168 of the Act;

(e) “OSCR” means the Office of the Scottish Charity Regulator;

(f) “property” means any property, heritable or moveable, real or personal, wherever situated; and

(g) “subsidiary” has the meaning given in section 1159 of the Act.

3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

4 The company’s objects are:

To promote any charitable purpose for the benefit of primarily Muslim and Minority Ethnic women and their family members where relevant, in particular:

(a) the promotion of equality, diversity and human rights,

(b) the promotion of religious and racial harmony,

(c) the advancement of citizenship and community development,

(d) the advancement of education,

(e) the relief of poverty and distress,

(f) the furtherance and promotion of health and wellbeing

5 The company’s objects are restricted to those set out in article 4 (but subject to article 6).

6 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company’s objects in article 4; 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 on the register of companies.

Powers

7 In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:-

(a)

I. To provide information, support, befriending and advocacy services and supported referral mechanisms to meet the needs of Muslim and Minority Ethnic women and their family members.

II. To provide a helpline to reach Muslim and Minority Ethnic women across Scotland including isolated women from rural communities, to access facilities and services to help meet their needs and provide confidential advice, information, support, advocacy and befriending.

III. To enable and empower Muslim and Minority Ethnic women to develop self-confidence and encourage Muslim and Minority Ethnic women to have a voice

IV. To develop training and volunteering skills to increase self-confidence, enhance employment opportunities and create further resources for community development.

V. To initiate outreach work in order to encourage women to participate in locally/ community based activities.

VI. To create links, supported referral mechanisms, and network effectively with voluntary organisations, statutory agencies and local authorities in furtherance of the objectives detailed above.

VII. To undertake community development work within the Muslim and Minority Ethnic community and to tackle both internal and external barriers to community cohesion

VIII. To provide a channel between Muslim and Minority Ethnic women and government at all levels enabling Muslim and Minority Ethnic women's diverse views to be heard and taken into consideration in development of policy and practice.

IX. To undertake training with mainstream service providers to support and encourage faith and culturally sensitive practice

X. To contract and provide services on behalf of other organisations, provided that these fall within the remit of Amina and any profits arising therefrom are used to pursue the aims of Amina.

(b) To carry on any other activities which further any of the above objects.

(c) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.

(d) To acquire and take over the whole or any part of the undertaking and liabilities of anybody holding property or rights which are suitable for the company's activities.

(e) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.

(f) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.

(g) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.

(h) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.

(i) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.

(j) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.

(k) To engage such consultants and advisers as are considered appropriate from time to time.

(l) To effect insurance of all kinds (which may include officers' liability insurance).

(m) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).

(n) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.

(o) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.

(p) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.

(q) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

(r) To oppose, or object to, any application or proceedings which may prejudice the company's interests.

(s) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity.

(t) To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

Restrictions on use of the company's assets

8 (a) The income and property of the company shall be applied solely towards promoting the company's objects.

(b) 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.

(c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.

(d) 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 actually rendered to the company, provided that the terms set out in clause 8(e) below have been fully met.

(e) A director may receive reasonable remuneration for services provided to the company as long as:

(i) such services and the associated remuneration is explicitly authorised by the Board;
(ii) the scope, rationale, duration and the maximum amount of the remuneration in return for such services is set out in a written agreement;
(iii) the amount of the remuneration is reasonable in the circumstances;
(iv) the directors are satisfied, before entering the agreement, that it is in the interest of the company for that person to provide those services for that amount;
(v) immediately after entering into the agreement, less than half of the total number of directors are directly or indirectly remunerated.

Liability of members

9 Each member undertakes that if the company is wound up while she is a member (or within one year after she ceases to be a member), she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:

(a) payment of the company's debts and liabilities contracted before she ceases to be a member;

(b) payment of the costs, charges and expenses of winding up; and

(c) adjustment of the rights of the contributories among themselves.

General structure

10 The structure of the company consists of:-

(a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves

(b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

Qualifications for membership

11 The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 14 to 16.

12 Membership shall be open to women who support the aims and objectives of Amina.

13 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

14 Any person who wishes to become a member must sign, and lodge with the company, a written application for membership.

15 The directors may, at their discretion, refuse to admit any person to membership. No applicant shall be rejected except on the grounds that she does not meet the criteria in 12 above. Reasons for rejection shall be provided to the unsuccessful applicant in writing upon request

16 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

Membership shall run for three years in line with the period of three Annual General Meetings.

Membership subscription

17 A membership fee may be charged, to be determined and reviewed by the Directors and agreed at the AGM

Register of members

18 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which she was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

19 Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, she shall cease to be a member.

Expulsion from membership

20 Any person may be expelled from membership by special resolution (see article 33), providing the following procedures have been observed:-

(a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion

(b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

(c) If, when a general meeting is called, a quorum is not available, the management committee will have the power to expel the person from membership, only after the processes in clauses 20 (a) and (b) have been fully exhausted.

Termination/transfer

21 Membership shall cease on death.

22 A member may not transfer her membership to any other person.

General meetings (meetings of members)

23 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.

24 Not more than 15 months shall elapse between one annual general meeting and the next.

25 The business of each annual general meeting shall include:-

(a) a report by the chair on the activities of the company

(b) consideration of the annual accounts of the company

(c) the election/re-election of directors, as referred to in articles 51 to 53.

26 The directors may convene an extraordinary general meeting at any time.

27 The directors must convene an extraordinary 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

28 At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting.

29 The reference to "clear days" in article 28 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.

30 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 33) (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.

31 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.

32 Notice of every general meeting shall be given

(a) in hard copy form

(b) 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

(c) (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

33 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 extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 28 to 32; 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.

34 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,

(a) to alter its name

(b) to alter any provision of these articles or adopt new articles of association.

35 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 extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 28 to 32.

Procedure at general meetings

36 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be one fifth of the membership or 15 individuals entitled to vote (each being a member or a proxy for a member) whichever is the lowest.

Attendance by remote members through approved electronic means, such as video conferencing platforms (e.g., Zoom, Microsoft Teams), secure online attendance forms, or mobile applications, shall count towards the quorum.

37 If a quorum is not present within 30 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.

38 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the 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.

39 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.

40 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.

41 Any member who wishes to appoint a proxy to vote on her behalf at any meeting (or adjourned meeting):

(a) 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 her; or

(b) 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).

42 An instrument of proxy which does not conform with the provisions of article 41, or which is not lodged or sent in accordance with such provisions, shall be invalid.

43 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

44 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed her to speak at the meeting and need not be a member of the company.

45 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.

46 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.

47 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two 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.

48 If a secret ballot is demanded, it shall be taken at the 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 at which the ballot was demanded.

Maximum number of directors

49 The maximum number of directors shall be up to 9 elected members plus up to 3 additional members appointed by the Board.

Where the full complement of directors is not elected at the AGM, or where a vacancy becomes available through a director resigning/otherwise leaving the Board during their term of office (a casual vacancy), the Board may co-opt additional member(s) to fill the place, provided that the total number of co-opted Directors does not exceed the total number of elected Directors.

Eligibility

50 A person shall not be eligible for election/appointment as a director unless she is a member of the company.

Election, retiral, re-election

51 At each annual general meeting, the members may (subject to article 49) elect any member to be a director (providing she is willing to act and subject to relevant checks having taken place prior to the AGM).

52 The directors may at any time appoint any member (providing she is willing to act) to be a director (subject to article 49) upon completion of necessary documentation and undergoing a selection process.

53 At each annual general meeting, those Directors completing their term (3 years or in the case of a "Casual Vacancy"[1] the term remaining, and all appointed members) shall resign, but shall then be eligible for re-election / re-appointment for a further 2 consecutive terms.

A director will automatically retire after they have completed three consecutive terms, and will not be eligible for re-election until a further three year term passes.

Termination of office

54 A director shall automatically vacate office if:-

(a) she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director

(b) she becomes debarred under any statutory provision from being a charity trustee

(c) she becomes incapable for medical reasons of fulfilling the duties of her office and such incapacity is expected to continue for a period of more than six months

(d) she ceases to be a member of the company (except for appointed directors).

(e) she becomes an employee of the company

(f) she resigns office by notice to the company

(g) she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove her from office

(h) she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

Register of directors

55 The directors shall maintain a register of directors, setting out full details of each director, including the date on which she became a director, and also specifying the date on which any person ceased to hold office as a director.

Office bearers

56 The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.

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[1] Casual vacancy is where an elected director resigns before end of their term

57 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election. Office bearers shall be appointed at the 1st Board meeting following the AGM.

58 A person elected to any office shall cease to hold that office if she ceases to be a director, or if she resigns from that office by written notice to that effect.

Powers of directors

59 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.

60 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

61 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; she will be debarred (in terms of article 73) from voting on the question of whether or not the company should enter into that arrangement.

62 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 hers **or** any firm of which she is a partner **or** any limited company of which she is a substantial shareholder or director (or any other party who/which is deemed to be connected with her for the purposes of the Act), has a personal interest in that arrangement.

63 Provided

(a) she has declared her interest

(b) she has not voted on the question of whether or not the company should enter into the relevant arrangement and

(c) the requirements of article 65 are complied with,

a director will not be debarred from entering into an arrangement with the company in which she has a personal interest (or is deemed to have a personal interest under article 62) and may retain any personal benefit which she gains from her participation in that arrangement.

64 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 her duties as a director.

65 Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then

(a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable

(b) 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

(c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).

66 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/ decision making

67 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.

68 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.

69 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 four, at least two of whom shall be elected. Members participating in the meeting by electronic means (telephone, video conferencing or other such means) will be included in the quorum.

70 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.

71 Unless she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which she is present; if the chair is unwilling to act as chairperson or is not present within 15 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.

72 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.

73 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution or otherwise participate in decision making concerning a matter in which she has a personal interest which conflicts (or may conflict) with the interests of the company; she must withdraw from the meeting while an item of that nature is being dealt with.

74 For the purposes of article 73, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of hers **or** any firm of which she is a partner **or** any limited company of which she is a substantial shareholder or director, has a personal interest in that matter.

75 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which she is not entitled to vote.

76 The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 73 to 75.

77 Any decision which the Directors take

a) must be either a unanimous decision of a majority decision, and

b) may, but need not, be taken at a meeting of Directors e.g. can be taken by electronic means outwith a meeting where a decision is urgently required

78 A unanimous decision is taken

a) when all Directors indicate to each other that they share a common view on a matter, and

b) need not involve any discussion between Directors

79 Majority Decision

The Directors take a majority decision where

a) Every Director has been made aware of a matter to be decided by the Directors

b) All the Directors who indicate they wish to discuss or vote on the matter have had a reasonable opportunity to communicate their views on it to each other and

c) A majority of those Directors vote in favour of a particular conclusion on this matter

80 In cases of severe illness or a Director being out of the country and not contactable, and having regard to the urgency and importance of the matter to be decided, paragraph 79a) does not require communication with any such Director.

Conduct of directors

81 Each of the directors shall, in exercising her functions as a director of the company, act in the interests of the company; and, in particular, must

(a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects.

(b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

(c) in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party

(i) put the interests of the company before that of the other party, in taking decisions as a director

(ii) where any other duty prevents 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

(d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees

82 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.

83 Any delegation of powers under article 82 may be made subject to such conditions as the directors may impose and may be revoked or altered.

84 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

85 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 for amounts over two thousand pounds.

Secretary

86 The directors shall (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

87 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 (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

88 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

89 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.

90 No member shall (unless 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 or as authorised by ordinary resolution of the company.

Notices

91 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 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.

92 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.

93 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

94 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 (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes with compatible objectives.

95 For the avoidance of doubt, a body to which property is transferred under article 94 may be a member of the company.

96 To the extent that effect cannot be given to article 94 (as read with article 95), the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

97 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 she may sustain or incur in connection with the execution of the duties of 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 her in defending any proceedings (whether civil or criminal) in which judgement is given in her favour or in which she is acquitted **or** any liability in connection with an application in which relief is granted to her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

98 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 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).