

This is the document submitted to the Annual General Meeting of the company on 19<sup>th</sup> October 1996 and referred to in the Notice of Meeting dated 18<sup>th</sup> September 1996

Chairman

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

Company No. 905037

**ARTICLES OF ASSOCIATION**

**of**

**THE NATIONAL ASSOCIATION FOR  
GIFTED CHILDREN LIMITED**

(As adopted by Special Resolution of 19 October 1996)

**MISCELLANEOUS**

1. In these Articles unless inconsistent with the subject or context the following words have the meanings set out opposite them:-

**WORDSMEANINGS**

The Act The Companies Act 1985

The Articles these Articles of Association, as amended from time to time.

The Association the above-named Company

The Council the Council of Management for the time being of the Association.

The Director the Director for the time being of the Association or the person who performs the duties of the Director from time to time.

The Office the registered office of the Association.

The Seal The common seal of the Association.

The United Kingdom Great Britain and Northern Ireland.

month calendar month.

year from 1st May to 30th April or such period of twelve months as the Council in its discretion shall determine.

in writing written or, printed including facsimile transmission, electronic mail and all other modes of representing or reproducing words in a visible form.

Words importing the singular only shall include the plural and vice versa.

Words importing any gender shall import all genders.

Words importing persons shall include corporations, registered charities and other bodies accepted for corporate membership of the Association.

Subject to the above, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Association shall, if not inconsistent with the subject or context have the same meanings in the Articles.

2. The Council shall keep a register of its members and enter in it the names and addresses of the members, the date on which each of them was entered as a member, and the date on which any person ceases to be a member; and if for the time being the Association recognises different classes of members, there shall be entered in the register the class to which each member belongs.
3. The Association is established for the purposes expressed in the memorandum of association.

### **MEMBERSHIP**

4. No person shall be admitted to membership of the Association unless he
  - (a) was a subscriber to the memorandum of association on incorporation of the Association or
  - (b) has submitted to the Association, duly signed and completed by him or on his behalf, a form of application in accordance with any requirements which the Council may determine, and has been approved for the purpose by the Council, whose discretion shall in every case be absolute.
5. The Council may from time to time specify categories of membership of the Association.
6. Without prejudice to the generality of the powers of the Council under Article 5, the council may from time to time specify categories of joint membership of the Association. In the absence of any such specification, no person shall be entitled or able to become a member of the Association jointly with any other person or persons unless the Council otherwise resolves.
7. Members shall pay to the Association such annual subscription as may be fixed by resolution of the Council from time to time in respect of members of the categories to which they respectively belong. A member's first annual subscription shall become due on the date of his admission to membership in respect of the year in which he is admitted to membership of the Association and thereafter on the first day of May in every year or on such other date as the council in its discretion may determine, at the rate of subscription prevailing from time to time; and the Council may in its absolute discretion (without prejudice to the voting rights of the member under Article 27)
  - (a) determine the amount if any by which the subscription payable on the date of admission to membership shall be reduced in respect of a member who is admitted to membership of the Association after the first day of any year, and
  - (b) may if it thinks fit waive payment of any annual subscription in respect of any member or category of members, either generally or for some limited period of time.
8. Members shall be entitled to receive all such information with regard to the work of the Association, and such of the publications of the Association, as the Council may think it reasonable and practicable to supply.
9. All members who may vote in accordance with the provisions of Article 27 of the Articles shall be known as voting members and all other members shall be known as associate members.
10. A person who is a member of the Association shall ipso facto cease to be a member:-

- (a) if, not being a corporation, he dies or becomes of unsound mind;
- (b) if he gives notice in writing to the Association resigning his membership;
- (c) if, being a corporation, a receiver is appointed or an order is made or an effective resolution passed for its winding up or it makes any arrangement or composition with its creditors generally other than for the purposes of amalgamation or reconstruction;
- (d) if he makes default for more than four months in payment of his annual subscription and the council resolves to remove his name from the register of members;

Provided always that the cessation for any reason of a person's membership shall be without prejudice to his liabilities to the Association for payment of any annual subscription due or overdue at the time when he ceased to be a member.

### GENERAL MEETINGS

- 11. The Association shall hold a general meeting in every year as its annual general meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting.
- 12. All general meetings other than annual general meetings, shall be called extraordinary general meetings.
- 13. The Council may whenever it thinks fit convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or in default, by such requisitionists, as provided by Section 368 of the Act.
- 14. A minimum of twenty-one days' notice in writing of every annual general meeting and of every meeting convened to pass a special resolution and a minimum of fourteen days' notice in writing of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, shall be given as provided below to such persons (including the auditors) as are under the Articles or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote at any meeting, or of such proportion of them as is prescribed by the Act in the case of meetings other than annual general meetings, a meeting may be convened by such notice as those members may think fit.
- 15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice if it shall not invalidate any resolution passed, or proceedings held, at any meeting.

### PROCEEDINGS AT GENERAL MEETINGS

- 16. All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an Annual General meeting shall also be deemed special with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors.
- 17. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Except as otherwise provided in these Articles ten members entitled to vote at general meetings and personally present shall be a quorum.
- 18. If within half an hour from the time appointed for the holding of a general meeting the quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the council may determine, and if at such adjourned meeting a quorum is not present within half an

hour from the time appointed for holding the meeting, the members present shall be a quorum.

19. The chairman (if any) of the Council shall preside as chairman of every general meeting, but if there be no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, the members of the Association present shall choose one of their number to preside.
20. The chairman 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, nor of the business to be transacted at an adjourned meeting.
21. At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by at least three members being members entitled to vote at General meetings present in person or by proxy, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll is demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
22. Subject to the provisions of Article 23, if a poll is demanded as required by Article 21, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. No poll shall be demanded on the question of the election of a chairman of a meeting, or on any question of adjournment.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
25. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### **VOTES OF MEMBERS**

26. Subject as provided below, every member shall have one vote. Joint members permitted under the provisions of Articles 5 and 6 may have only one vote between them unless each pays a separate subscription and each is a voting member.
27. Save as expressly provided in these Articles no member shall be entitled to vote on any question either personally or by proxy or as a proxy for another member at any general meeting unless:
  - (a) he has been registered as a member for six weeks before the date of the general meeting and he has paid all subscriptions due at that date unless such subscriptions have been waived, or
  - (b) he is a subscriber to the memorandum of association of the Association.
28. Votes may be cast on a poll either personally or by proxy. On a show of hands a member present by proxy shall have no vote.
29. A proxy must be a voting member of the Association.

30. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified or office copy of the power of attorney or other authority shall be deposited at the Office not later than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument as the appointee proposes to vote, or in the case of a poll not later than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation of the death, insanity or revocation as aforesaid has been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I/We \_\_\_\_\_ of \_\_\_\_\_  
being a voting member/members of the National Association for Gifted Children Limited  
hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
or \_\_\_\_\_

failing him the chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the (annual or extraordinary, or adjourned, as the case may be) general meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_ and at any adjournment thereof."

As witness my/our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_  
19 \_\_\_\_.

When it is desired to afford members an opportunity of voting for or against a particular resolution or resolutions the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"I/We \_\_\_\_\_ of \_\_\_\_\_  
being a voting member/members of the National Association for Gifted Children Limited hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
or \_\_\_\_\_  
failing him the chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary as the case may be) general meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_  
19 \_\_\_\_ and at any adjournment thereof.

Against

but without prejudice in any case to the duty of all members of Council to act bona fide in the interests of the Association as a whole.

38. At the annual general meeting members recommended by the Council to the meeting for election as members of the council may be voted for en bloc if the chairman so decides. In the event that such recommended candidates are not elected en bloc all candidates for election to the Council shall be voted for individually in such order as the chairman may decide.
39. The Council may from time to time appoint any member of the Association as a member of the Council to fill a casual vacancy or by way of addition to the Council provided that the prescribed maximum be not thereby exceeded and provided that any member so appointed shall retain his office only until the next Annual General meeting, but he shall then be eligible for re-election.
40. The Council may from time to time co-opt any person to act as a co-opted member of the Council for a period specified by the Council not exceeding three years. The number of co-opted members shall not at any time be greater than 25 per cent (rounded up when necessary) of the number of elected members. Co-opted members shall not be included amongst Council members who must retire by rotation under the provisions of Articles 41 and 42 below and shall not be taken into account in determining the number of members who shall so retire. At the end of the specified period of appointment, a co-opted member shall retire but shall be eligible to be co-opted for a further period or, subject to the Articles for election at a general meeting.

#### **ROTATION OF MEMBERS OF THE COUNCIL**

41. At every annual general meeting of the Association one third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office.
42. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal period in office, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
43. Except as otherwise provided in the Articles no person who is neither recommended by the Council for election nor a member of the Council retiring at the meeting shall be eligible for election to membership of the Council at any general meeting, unless not less than 42 nor more than 90 days before the day appointed for the meeting some member qualified to be present and vote at that meeting has given written notice to the Director of his intention to propose that person for election, and the person to be proposed has given written notice signed by him to the Director of his willingness to be elected.
44. In addition, and without prejudice to the provisions of Section 303 and 304 of the Act, the Association may by extraordinary resolution remove any member of the Council before the expiration of his period of office, and may by an ordinary resolution appoint another qualified member in his place; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held it if he had not been removed.

#### **POWERS OF THE COUNCIL**

45. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as it thinks fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by the Articles required to be exercised or done by the Association in general meeting, subject nevertheless to the Articles, to the provisions of the Act for the time being in force and affecting the Association, and to any regulations, consistent with the Act and Articles prescribed by the Association in general meeting, but no regulation made by the Association in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

46. The members for the time being of the Council may act notwithstanding any vacancy in their body provided always that if the number of members of the Council is at any time reduced to fewer than the minimum number prescribed by the Articles, it shall be lawful for them to act as the Council for the purposes of admitting persons to membership of the Association, filling up vacancies in their body, and of summoning a general meeting (or any such purpose), but not for any other purpose.

#### **PATRON, PRESIDENT AND VICE-PRESIDENTS**

47. There may from time to time be a patron and president and vice-presidents of the Association.
48. The Council may from time to time in its discretion appoint any person whom it deems to be of suitable distinction, but who need not be a member of the Association, to be the patron, the president or a vice-president of the Association, and any persons so appointed shall hold the office of patron, president, or (as the case may be) vice-president for such period and according to such tenure as the Council may from time to time in its discretion determine.
49. No person who is for the time being a member of the Council shall be eligible for appointment as patron, president or vice-president; and no person for the time being holding the office of patron, president or vice-president shall in any circumstances be capable of being appointed as a member of the Council, nor shall for any purpose be or be deemed to be, by virtue of his office, a member of the Council. Every patron, president and vice-president of the Association shall, by virtue of his office, be entitled to attend all general meetings of the Association; but shall not be entitled to attend meetings of the Council unless invited to do so by the Council, and if he be so invited, he shall not be entitled to vote at any meeting of the Council which he attends.

#### **DIRECTOR**

50. The Director shall be appointed by the Council for such time at such remuneration and upon such conditions as it may think fit and the Council may subject to the terms of any agreement entered into in any particular case, revoke his appointment. The Council may entrust to and confer upon the Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it may think fit, and either collaterally with or to the exclusion of its own powers, and may from time to time revoke withdraw alter or vary all or any of such powers. For the purposes of the Acts and unless the Council otherwise resolves the Director shall also be the Secretary of the Association.

#### **THE SEAL**

51. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least one members of the Council and of the Director, and that member and the Director shall sign every instrument to which the seal is so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association those signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

52. The office of a member of the Council shall be vacated:-
- (a) If a bankruptcy order is made against him or he makes any arrangement or composition with his creditors;
  - (b) If he becomes of unsound mind;
  - (c) If any event occurs whereby he ceases to be either a member of the Association nor a non-corporate director or officer or member of the governing body of a corporate member for the time being of the Association;
  - (d) If by notice in writing to the Association he resigns his office;
  - (e) If he is disqualified by any Court from acting as a director of a company;



- (f) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.
  - (g) If being a co-opted member he is removed by the Council by notice in writing served upon him notifying him he has ceased to be a co-opted member.
53. None of the provisions of Section 293 of the Act, relating to the age limit of the directors of a company, shall in any way apply to the Association.

### **PROCEEDINGS OF THE COUNCIL**

54. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, six voting members shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote.
55. A member of the Council may, and on the request of a member of the Council the Director shall, at any time, summon a meeting of the Council by notice served upon all members of the Council,- except that a member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
56. The Council may from time to time elect from their number a chairman, who shall be entitled to preside at all meetings of the Council at which he is present, and the council may determine for what period he is to hold office, but if no such chairman be elected, or if at any meeting the chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be chairman of the meeting.
57. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

### **COMMITTEES OF COUNCIL**

58. The Council may delegate any of its powers to such committees or sub-committees consisting of such persons as it thinks fit. Any such committee or sub-committee shall, in the exercise of the powers so delegated, operate within any terms of reference and conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee or sub-committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as they have not been superseded by any regulations made by the Council.
59. Without prejudice to the generality of the powers of the Council under Article 58:
- (a) any committee appointed by the Council as the executive committee shall comprise only members of Council.
  - (b) any committee appointed by the Council as the finance committee shall have as its chairman only a member of council and shall have power to appoint to serve as members of that committee such additional members as they may determine whether or not they be members of the Council, but so that the number of non-Council members who are members of that committee shall not exceed the number of its members who are also Council members; provided that any appointment made under this provision shall not have effect unless ratified by a resolution of the Council within three months of its having been made.
60. The chairman of any sub-committee shall be a member of the Council and shall be appointed by the

Council for such term as the Council may decide. There shall be submitted to the Council at least once each year a list of the names of members or proposed members of any sub-committee for approval or ratification as the case may be. Any person whose membership is not approved or ratified by the Council shall cease forthwith to be a member of such sub-committee.

61. All acts bona fide done by any meeting of the Council or any committee or sub-committee of the Council or by any person acting as a member of the Council, shall, notwithstanding it being afterwards discovered that there was some defect in the appointment or continuance in office of that member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had continued in office and was qualified to be a member of the Council or committee or sub-committee.
62. The Council shall cause proper minutes to be made of all appointments of officers ~~as~~ made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees and sub-committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of that meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
63. A resolution in writing signed by all members for the time being of the Council or of any committee or sub-committee of the Council who are entitled to receive notice of and vote at a meeting of the Council or of that committee or sub-committee, shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee or sub-committee duly convened and constituted, and may consist of several documents in the like form each signed by one or more of such members.

#### **BRANCHES AND BRANCH COMMITTEE**

64. The Council may from time to time make such regulations as it thinks fit for the establishment and regulation of branches of the Association and of branch committees and shall communicate such regulations to the chairman of each branch within one calendar month of the date of the resolution.

#### **ACCOUNTS**

65. The Council shall cause proper books of account to be kept with respect to:
  - (a) All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
  - (b) All sales and purchases of goods by the Association;
  - (c) The assets and liabilities of the Association;

and proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Association and to explain its transactions.
66. The books of accounts shall be kept at the Office, or at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
67. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members who are not members of the Council, and no member who is not a member of the Council shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in general meeting.
68. At the annual general meeting in every year the Council shall lay before the Association a proper income

and expenditure account for the period since the last preceding account made up to a date not more than nine months before the meeting together with a proper balance sheet made up to the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of other documents required by law to be annexed or attached to or to accompany them same shall not less than twenty-one clear days before the date of meeting, (subject nevertheless to the provisions of Sections 240 & 246 (c) of the Act), be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 241 of the Act.

#### **AUDIT**

69. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
70. Auditors shall be appointed and their duties regulated in accordance with the Acts, the members of the Council being treated as the directors for that purpose and all other purposes of the Association.

#### **NOTICES**

71. A notice may be served by the Association upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to that member at his registered address as it appears in the register of members.
72. Any member whose address appearing in the register of members is not within the United Kingdom, but who from time to time gives the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at that address, but, save as aforesaid and as provided by the Act, only those members whose address appearing ~~are~~ in the register of members is within the United Kingdom shall be entitled to receive notices from the Association.
73. Any notice if served by post shall be deemed to have been served on the working day following that on which the letter containing it was posted, and in proving service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a pre-paid letter.

#### **DISSOLUTION**

74. Clause 7 of the memorandum of association relating to the winding up and dissolution of the Association shall have effect as if its provisions were repeated in these Articles.

#### **INDEMNITY**

75. Subject to the provisions of the Companies Acts every officer and trustee of the Association shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 727 of the Act, in which relief is granted to him by the Court. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.