



THE COMPANIES (GUERNSEY) LAW

COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL

MEMORANDUM OF INCORPORATION

of

GUERNSEY MENCAP LBG

1. The Company's name is "GUERNSEY MENCAP LBG" ("the Company").
2. The Company's registered office is to be situated in Guernsey and is formed purely for charitable purposes.
3. The Company's objects ("the Objects") are:-
 - 3.1 The relief of people with a learning disability in particular by the provision of help and support for them and for their families, dependants and carers.
 - 3.2 To provide or assist in the provision of facilities for the recreation or other leisure time occupation for people who have need thereof by reason of learning disability with the object of improving their conditions of life.
"learning disability" means Children, Youth and Adults on the Guernsey Learning Disability Register and others with a learning disability at the discretion of the Company.
4. In furtherance of the Objects but not otherwise the Company shall have power:
 - 4.1 To increase public awareness and understanding of the abilities of people with a learning disability, their problems and needs and those of their families, dependants and carers, in order to assist their integration in society;
 - 4.2 To encourage mutual help and co-operation between families, dependants and carers of people with learning disabilities in the Bailiwick of Guernsey also between them and other agencies and individuals who work for and with them;
 - 4.3 To assist and promote the Royal Mencap Society, its members and groups taking into account the work and resources of the Company in order to achieve mutual or similar objects;
 - 4.4 To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Company or of similar charitable objects and to exchange information and advice with them;
- 4.5 To raise funds, to accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust provided that in

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raising or accepting funds the company shall not undertake any permanent activities of a trading nature except those allowed by Guernsey charity law;

- 4.6 To invest the money plus assets of the Company not immediately required for its purposes in or upon such investments, securities, or properties, bank or building society accounts, the banking accounts of the Company shall be kept in such bank or building society as the Directors shall from time to time determine.
- 4.7 To employ such staff as are necessary for the proper pursuit of the objects upon such terms as to remuneration and otherwise as the Directors shall decide provided that no paid member of staff shall also be a member of the Directors;
- 4.8 To appoint and constitute an advisory committee of people with a learning disability and such other advisory committees as the Company shall think fit;
- 4.9 To borrow or raise money in such manner and upon such terms as the Company shall think fit and, for the purpose of securing any debt or other obligation of the Company, to mortgage or charge all or part of the property of the Company;
- 4.10 To undertake or accept any trusts or obligations;
- 4.11 To do all such other lawful things as shall further the attainment of the above objects;
5. None of the powers in clause 4 shall be restrictively construed but the widest interpretation shall be given to each of such powers, and none of these powers shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other power or powers, or by reference to or inference from the name of the Company.
6. The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members of the Company.
7. Nothing in this Memorandum of Incorporation shall prevent any payment in good faith by the Company:
 - 7.1 of reasonable and proper remuneration for any services rendered to the Company by any Member, officer or servant of the Company;
 - 7.2 to any Director of reasonable out-of-pocket expenses;
 - 7.3 of interest on money lent by any Member of the Company or Director at a reasonable and proper rate per annum.
8. The liability of the Members is limited.
9. The maximum number of Members shall be ten thousand.
10. Every Member of the Company undertakes to contribute such amount as may be required WELL UNDERSTOOD that this shall not exceed £1 to the Company's assets if it should be wound up while he or she is a Member or within one year after such membership ceases, for payment of the Company's debts and liabilities contracted before such membership ceased, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
11. If on winding up of the Company there remains any surplus after the satisfaction of all its debts and liabilities the surplus shall not be distributed among the Directors or members but shall be given or transferred to some other body having similar objects to those of the

Company, or another body whose charitable objects will require the surplus to be applied for the benefit of people with a learning disability in the Bailiwick of Guernsey.

12. The signature of the Company shall be:

12.1 "GUERNSEY MENCAP LBG" with the addition of the signature(s) of one or more person(s) authorised generally or specifically by the Directors for such purpose; or

12.2 The Common Seal of the Company (if any) countersigned by such person(s) as the Directors may at any time authorise in that behalf.

We the subscribers to this memorandum of incorporation wish to form a company pursuant to this memorandum; and we agree to take the number of shares specified opposite our respective names.

Name and Address of Guarantee member	Number of guarantees	Value of guarantees
Mariene Le Ray Flat 2 Northside Vale GY3 5 TH	1	£1
Margaret Evelyn Chapman Hyland Grange Rue Maze St Martins GY4 6LJ	1	£1
Alan Harrison Sark Vie Jerboung Road St Martins GY4 6BL	1	£1
Maria Fleet Bloomfield Rue Des Rocquettes St Andrews GY6 8SL	1	£1
Ann Pearson St Louis Rue de Catillon St Peters GY7 9HG	1	£1
Julie Hyde Kelvin Grove Fosse Andre St Peter Port GY1 1XB	1	£1
Karen Blondel Clemrose La Rue des Fosses Forest GY8 0JA	1	£1
Nicols James St Michel Les Merriennes St Martins GY4 6NW	1	£1
Noel Duquemin La Turquie Vale GY3 5ED	1	£1

Marlene Le Ray Authorised Signatory
Margaret Evelyn Chapman Authorised Signatory
Alan Harrison Authorised Signatory
Marla Fleet Authorised Signatory
Ann Pearson Authorised Signatory
Julie Hyde Authorised Signatory
Karen Blondel Authorised Signatory
Nicola James Authorised Signatory
Noel Duquemin Authorised Signatory

Dated this 30TH day of June 2011



THE COMPANIES (GUERNSEY) LAW, 2008

COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL

ARTICLES OF INCORPORATION of GUERNSEY MENCAP LBG

INTERPRETATION

1. Definitions

- 1.1 In these Articles and the Memorandum of Incorporation of the Company the words standing in the first column of the table next hereinafter contained, shall bear the meanings set opposite to them respectively in the second column thereof if not inconsistent with the subject or context:

<u>Words</u>	<u>Meanings</u>
"Articles"	these Articles of Incorporation as altered from time to time and the expression "this Article" shall be construed accordingly.
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed given and the day for which it is given or on which it is to take effect.
"Company"	"GUERNSEY MENCAP LBG".
"Directors"	the directors from time to time of the Company or the directors present at a meeting of the directors at which a quorum is present.
"Board"	the Board of Directors.
"Subscribing Member"	those members aged 18 or over and who pay an annual subscription and who are entitled to vote at the annual general meeting of the Company.
"month"	a calendar month.
"office"	the registered office from time to time of the Company.
"register"	the register of Subscribing Members of the Company.
"seal"	any common or official seal that the Company may be permitted to have under the Statutes or either of them as the case may require.

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"Statutes"

every statute (including any orders, regulations or other subordinate legislation made under it) from time to time in force concerning companies in so far as it applies to the Company.

1.2 Unless the context otherwise requires:

- 1.2.1 words in the singular include the plural and vice versa;
- 1.2.2 words importing any gender include all genders;
- 1.2.3 a reference to a person includes a reference to a body corporate or an unincorporated body of persons;
- 1.2.4 headings and notes are included only for convenience and shall not affect meaning;
- 1.2.5 references to a document being "executed" include references to it being executed under hand or under seal or by any other method;
- 1.2.6 references to "writing" include references to any method of representing or reproducing words in a legible and non-transitory form;
- 1.2.7 words or expressions to which a particular meaning is given by the Statutes when these Articles or any part thereof are adopted bear (if not inconsistent with the subject matter or context) the same meaning in these Articles or that part (as the case may be) save that the word "company" shall include any body corporate.

MEMBERSHIP

- 2. The subscribers to the Memorandum of the Company and such other persons as are admitted to membership in accordance with the Articles shall be Subscribing Members of the Company. No person shall be admitted as a Subscribing Member of the Company unless he is approved by the Directors in their absolute discretion. Every person who wishes to become a Subscribing Member shall deliver to the Company an application for Membership in such form as the Directors require executed by the applicant.
- 3. Membership shall not be transferable and shall cease on death or on the liquidation or dissolution of a corporate Subscribing Member.
- 4. Membership of the Company shall be open to all people aged 18 or over (whether with or without a learning disability) who declare their support for and are in sympathy with the objects of the Company. Membership shall be granted to those individuals who submit an application form prescribed by the Directors and pay any subscription due. A list of all Subscribing Members setting out their names and postal address shall be kept by the Secretary of the Company, the maximum number of Subscribing Members of the Company is 10,000.

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5. Retirement and Disqualification of Subscribing Members

- 5.1 Any Subscribing Member of the Company desiring to resign his or her membership shall signify such desire in writing to the Company's registered office but after that retirement the number of Subscribing Members is not to be less than two. The Subscribing Member's name shall then be removed from the register. Membership shall cease as soon as the Subscribing Member's name is removed from the register.
- 5.2 Any Subscribing Member who ceases to be a member of the Executive Committee of the Guernsey MENCAP Group (for whatever reason) shall also cease to be a Subscribing Member of the Company unless the Directors suspend the operation of this provision as regards any member on such terms as it, in its discretion, may determine.
- 5.3 The Directors shall be entitled to suspend or disqualify from membership any person or organisation whose conduct has proved, or is likely to prove, prejudicial to the good standing of the Company; or to the attainment of its objectives; or who has broken any rule/s of the Company; or who has broken any code of good practice of the Company.
- 5.4 If any Subscribing Member is convicted on indictment of any criminal offence they shall ipso facto cease to be a Subscribing Member of the Company. Any person so ceasing to be a Subscribing Member may be re-admitted to membership by the Directors at their discretion.
- 5.5 Any Subscribing Member or organisation expelled in accordance with these Articles, or otherwise ceasing to be a Subscribing Member of the Company, shall forfeit all rights to or claims upon the Company or any return of fees paid and shall remain liable for any outstanding fees or charges due from them at the date of expulsion or cessation.

GENERAL MEETINGS

6. Annual General Meetings

The Company shall hold general meetings as annual general meetings in accordance with the requirements of the Statutes.

7. Extraordinary General Meetings

Any general meeting other than the annual general meeting shall be called an extraordinary general meeting.

8. Location of Meetings

All general meetings of the Company may be held at any place in Guernsey or elsewhere as the Directors may determine.

9. Convening of Meetings

The Directors may convene general meetings and, on the requisition of Subscribing Members pursuant to the Statutes, shall forthwith proceed to convene an extraordinary general meeting for a date not later than seven weeks after receipt of the requisition. Any requisition made by Subscribing Members shall state the object of the meeting and the terms of any special resolution to be proposed there.

NOTICE OF GENERAL MEETINGS

10. Length of Notice

Notice of the date, time and place of any general meeting shall be given to every Subscribing Member at least 14 days before the day of the meeting, provided that all Subscribing Members entitled to attend and vote at the general meeting may in any particular case agree that a general meeting shall be deemed to have been duly called and notice of the intention to propose any special resolution shall be deemed to have been duly given notwithstanding that the meeting is called by less than fourteen days notice.

11. Omission or Non-Receipt of Notice

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

12. Subject as provided above, to be accepted as an item of special business at a General Meeting of the Company a resolution shall:

12.1 be proposed and seconded by two Directors of the Company;

12.2 be written in non-discriminatory terms and be in accordance with the provisions of the Statutes;

12.3 In the case of an Annual General Meeting the item must be received by the Company at least 21 days before the due date of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. Business at General Meetings

13.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting. All business that is transacted at an Annual General Meeting is deemed special, with the exception of the laying before the meeting of the accounts and any documents annexed to them, the reports of the Chairman, Secretary, Treasurer and such committees as are appropriate, the report of the auditors, the election of Directors in the place of those retiring and the re-appointment of retiring auditors and the fixing of their remuneration;

13.2 Subject to the provisions of the Statutes, and other Articles contained herein, all special business shall require a 51% majority of those voting (abstentions not included) to be carried.

14. Quorum

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the choice or appointment of a Chairman, which shall not be treated as part of the business of the meeting. Save as otherwise provided by these Articles, three Members present either in person or in the case of a corporation by a duly authorised representative shall be a quorum for a general meeting.

15. **Procedure if Meeting Inquorate**

If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Directors may determine. If at the adjourned meeting a quorum is not present within fifteen minutes after the time appointed for the holding of the meeting, the meeting shall be dissolved.

16. **Chairman of General Meeting**

The chairman, or in his or her absence, one of the Directors shall preside as chairman.

17. **Orderly Conduct**

The chairman shall take such action or give directions for such action to be taken as he thinks fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting and the chairman's decision on matters of procedure or arising incidentally from the business of the meeting shall be final as shall his determination as to whether any matter is of such a nature.

18. **Adjournments**

The chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given to reconvene specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

VOTING

19. **Votes of Subscribing Members**

On a show of hands every Subscribing Member (of over six months standing) who is present in person at the annual general meeting of the Company shall have one vote. No Subscribing Member shall vote at any general meeting if any money owing from him or her on any account to the Company remains unpaid. Any vote by any such Subscribing Member shall be deemed to be invalid.

20. **Method of Voting**

A resolution put to the vote of a meeting shall be decided on a show of hands unless, before or immediately after a vote has been taken on a show of hands, a poll is duly demanded. Subject to the provisions of the Statutes, a poll may be demanded:

20.1 by the chairman; or

20.2 by any two or more of the Subscribing Members present,

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

21. Withdrawal of Demand for a Poll

The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

22. Procedure for Taking a Poll

A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Subscribing Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. When Poll to be Taken

A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than twenty one days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

24. Notice of Poll

No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

25. Casting Vote of Chairman

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

26. Objections or Errors in Voting

if:

26.1 any objection is raised to the qualification of any voter; or

26.2 any votes have been counted which ought not to have been counted or which might have been rejected; or

26.3 any votes are not counted which ought to have been counted

the objection or error shall not invalidate the decision of the meeting or adjourned meeting on any resolution unless it is raised or pointed out at the meeting or, as the case may be, the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be conclusive.

27. **Votes on a Poll**

Poll Votes must be given personally.

28. **Voting by Proxy**

Voting by proxy is prohibited under these Articles.

29. **Representatives of Corporations**

A corporation which is a Subscribing Member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Subscribing Members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Subscribing Member of the Company.

THE BOARD OF DIRECTORS

30. **Constitution of Board**

Unless otherwise determined by ordinary resolution, the Board shall consist of a minimum of 2 Directors with a maximum of ten and shall include a Chairman.

31. **First Directors**

The first Directors shall be the subscribers to the Memorandum of Incorporation whose term of office shall expire at the first annual general meeting.

32. **Election of Directors**

Subject as provided above, the election of Directors shall take place in the following manner:

32.1 Election of the Directors shall be by nomination of the Subscribing Members;

32.2 Nominations for the Directors must be submitted duly proposed and seconded to the Secretary, in writing, at least 14 days prior to the date fixed for the holding of an Annual General Meeting;

32.3 Both the proposer and seconder must be fully subscribed Members of the Company;

32.4 In case there shall not be a sufficient number of candidates nominated, the Directors remaining in office may elect a Subscribing Member or Subscribing Members to fill the remaining vacancy or vacancies;

32.5 If two or more candidates obtain an equal number of votes, the Chair of the Annual General Meeting shall select by lot from such candidates the candidate or candidates who is or are to be elected.

33. **Power to Appoint Directors**

The Company (by ordinary resolution) or the Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any maximum number fixed in accordance with these Articles or the Company in General Meeting. A Director so appointed shall hold office only until the next following annual general meeting. Nominations in writing shall be made by any Subscribing Member seconded by the other Subscribing Member delivered to the secretary at least fourteen days prior to the general meeting, together with the written consent of the nominee.

34. **Retirement of Directors**

Directors may retire on giving at least 14 days notice in writing of such intention to the Company provided that upon such retirement there will remain at least four Directors. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his successor is elected.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

35. The office of a Director shall be vacated if:

- 35.1 he resigns his office by notice in writing delivered to the office or tendered at a meeting of the Directors but only if the minimum number of Directors fixed by these Articles or the Company in general meeting will remain in office when the notice of resignation is to take effect; or
- 35.2 he is or has been suffering from mental ill health or becomes a patient for any purpose of any statute relating to mental health and the Directors resolve that his office is vacated; or
- 35.3 he ceases to be a Director by virtue of any provision of the Statutes or he becomes prohibited or disqualified by law from being an officer; or
- 35.4 he has his affairs declared "en désastre" or has a preliminary vesting order made against his Guernsey realty, becomes bankrupt, suspends payment or compounds with his creditors, or is adjudged insolvent or any analogous event occurs under the laws of any jurisdiction; or
- 35.5 he is convicted of an offence involving dishonesty;
- 35.6 he ceases to be a Subscribing Member pursuant to Article 5 of these Articles;
- 35.7 he is removed from office pursuant to these Articles; or
- 35.8 by notice in writing delivered to the office or tendered at a meeting of the Directors, his resignation is requested by all the other Directors being not less than two in number.

If the office of a Director is vacated for any reason, he shall cease to be a Subscribing Member of any committee or sub-committee of the Directors.

36. **Removal of Directors by Ordinary Resolution**

The Company in general meeting may by ordinary resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim the Director may have for damages for breach of any contract of service between him and the Company.

REMUNERATION, EXPENSES AND BENEFITS

37. Remuneration

No Director shall receive any payment or other benefit from the Company other than any out-of-pocket expenses reasonably and properly incurred by him in connection with his attendance at meetings of the Directors or committees of the Directors or general meetings and the conduct of the Company's business or in discharge of his duties as a Director or officer.

POWERS AND DUTIES OF THE DIRECTORS

38. General Powers of Management Vested in the Directors

Subject to the provisions of the Statutes, the Memorandum of Incorporation and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum of Incorporation or these Articles and no such direction shall invalidate any prior act of the Directors, which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by these Articles and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

39. Borrowing

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

40. Committees

40.1 The Directors may appoint one or more committees consisting of two or more individuals to perform any function or duty which in their opinion would be more conveniently undertaken or carried out by a committee provided that (unless the Directors otherwise resolve) at least one Subscribing Member of every committee must be a Director and all acts and proceedings of any such committee shall be fully and promptly reported to the Directors.

40.2 Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more Subscribing Members shall be governed by these Articles regulating the proceedings of Directors so far as they are capable of applying.

41. Appointment of Agents

The Directors may, subject to any restriction thereon contained in the Statutes, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as it may determine, including authority for the agent to delegate all or any of his powers. Such appointment may contain such provisions for the protection and convenience of persons dealing with the agent as the Directors may think fit and may authorise the agent to sub-delegate all or any of the powers vested in him.

42. **Requirements for Power of Attorney**

A power of attorney shall be signed by at least two Directors or in such manner and by such person(s) as the Directors may from time to time determine.

PROCEEDINGS OF THE DIRECTORS

43. **Directors' Meetings**

Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and a secretary (if appointed) at the request of a Director shall, call a meeting of the Directors. Questions arising at a 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 and should vote, where applicable, to maintain the status quo.

44. **Quorum**

The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be four Directors.

45. **Directors Below Minimum by Reason of Vacancies**

The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

46. **Appointment of Chairman**

The Directors may appoint one of their number to be the chairman of the Directors and may at any time remove him from that office.

47. **Validity of Acts of Directors or Committee**

All acts done by a meeting of the Directors, or of a committee of the Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

48. **Resolutions in Writing**

A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Directors or of a committee of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

49. **Telephone Meetings of the Directors**

All or any of the Directors or any committee of the Directors may participate in a meeting of the Directors or the respective committee by means of a conference telephone or any equipment, which allows all persons participating in the meeting to speak to and hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum for so long as he is able to speak to and hear the other participants. Such a meeting is deemed to be held in the place in which the chairman of the meeting is present.

50. **Determination of Questions as to Right to Vote**

If a question arises at a meeting of the Directors or of a committee of the Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

DIRECTOR'S INTERESTS

51. **Personal Interest**

Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors or a committee the Director concerned must:

- 52.1 declare such interest at or before discussion begins on the matter;
- 52.2 withdraw from the meeting for that item of business unless expressly invited to remain in order to provide information;
- 52.3 withdraw during the vote and have no vote on the matter.

RULES

52. The Directors may from time to time make such rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of Membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate:

- 52.1 the admission and classification of Subscribing Members of the Company (including the admission of organisations to Membership) and the rights and privileges of such Subscribing Members, and the conditions of membership and the terms on which Subscribing Members may resign or have their Membership terminated;
 - 52.2 ethical standards to be observed by Directors of the Company on Company business;
 - 52.3 the conduct of Subscribing Members of the Company in relation to one another and to the Company's employees;
 - 52.4 the setting aside of the whole or any part of or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - 52.5 the procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by these Articles;
 - 52.6 generally, all such matters as are commonly the subject matter of company rules.
53. The Company in general meeting shall have power to alter, add to or repeal the rules and the Directors shall adopt such means as they think sufficient to bring to the notice of Subscribing Members of the Company all such rules, which shall be binding on all Subscribing Members of the Company.
54. No rule made under Article 52 shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Incorporation of the Company or these Articles.

SEALS

55. Common Seal

The Directors may resolve that the Company shall have a common seal. However, if the Company has a common seal, it shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

56. Official Seal for Use Abroad

The Company may have for use in any territory, district or place outside the Island of Guernsey an official seal in the form prescribed, and to be affixed in accordance with the Statutes and the resolution of the Directors to the extent permissible under the Statutes.

MINUTES

57. Minute Books

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

57.1 of all appointments of officers made by the Directors; and

57.2 of all proceedings at meetings of the Company, of the Directors, and of committees of Directors, including the names of those present at each such meeting.

INCOME OF THE COMPANY

Application

58. The income and receipts of the Company shall be applied solely towards the promotion of the objects of the Company as the Directors may from time to time think fit (and in particular the Directors shall have power to transfer all or any part of such income to trustees to be applied by them for the advancement of the objects of the Company in such manner as they shall think best) provided that nothing in these Articles shall prevent the payment of reasonable and proper remuneration to any employee or agent of the Company.

ACCOUNTS

59. Records to be Kept

The Directors shall cause to be kept accounting records which are sufficient to show and explain the Company's transactions, and such as to disclose with reasonable accuracy at any time the financial position of the Company and to enable the Directors to ensure that its balance sheet and profit and loss account are prepared properly and in accordance with the Statutes.

60. Inspection of Records

No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by the Statutes, ordered by a court of competent jurisdiction, authorised by the Directors or by ordinary resolution of the Company.

NOTICES

61. Form of Notices

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

62. Service of Notices The Company may give any notice to any Directors and Subscribing Members:

62.1 personally;

62.2 by sending it by post in a prepaid envelope addressed to the Subscribing Member at his registered address;

62.3 by leaving it at the registered address; or

62.4 sending it by facsimile, electronic mail or any other such notification means to the number or address supplied by the Directors and Subscribing Members for the purpose of serving notices on him.

63. Deemed Notice

A Subscribing Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

64. Time When Notice Deemed Served

Any notice shall be deemed to have been served in the case of posting in the Bailiwick of Guernsey to an address in the Bailiwick on the second day following the date of posting and in the case of posting in the Bailiwick to an address outside the Bailiwick on the fifth day following the date of posting. In the case of service of any notice by facsimile, telex or electronic mail such notice shall be deemed to have been served on the business day following the date of transmission of such notice.

65. Proof of Service

In proving service of any notice by post it shall be sufficient to prove that the notice was properly addressed, stamped and posted. In the case of service of any notice by facsimile, telex or electronic mail it shall be sufficient to prove receipt by the sender of a confirmed transmission report.

WINDING UP

66. Distribution of Surplus

Clause 11 of the Memorandum of Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these presents.

67. Distribution of Assets Otherwise than in Cash

The liquidator may on winding up the company, if there remains any surplus after the satisfaction of all its debts and liabilities, shall have authority to give or transfer to some other body having similar objects to those of the Company, or another body whose charitable objects will require the surplus to be applied for the benefit of people with a learning disability in the Bailiwick of Guernsey. Be it understood that any surplus shall not be distributed among the Directors or Subscribing Members.

INDEMNITY

68. Indemnity for Directors, etc

Subject to the Statutes every Director, auditor, and, if the Directors so determine, any servant, agent or employee of the Company shall be indemnified out of the assets of the Company against all losses or liabilities sustained or incurred in or about the execution of his duties or otherwise in relation thereto, including any liability incurred by him in defending 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

69. Insurance

The Company may provide indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Directors or any of them in their capacity as Directors of the Company.