

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

MEMORANDUM of ASSOCIATION

Of

MIDLOTHIAN COMMUNITY MEDIA ASSOCIATION

The name of the company is “Midlothian Community Media Association”.

The company’s registered office is to be situated in Scotland.

The company’s objects are:

To advance the education of the public and in particular in the skills required for radio broadcasting and media communication

In pursuance of those aims (but not otherwise) the company shall have the following powers:-

To establish and operate socially inclusive educational and training facilities and services centred on community media, which may include encouraging the participation of socially excluded groups such as young people and those who are unemployed, in common with others from the community, in community media skills to deliver public benefit.

To promote social inclusion by gathering and disseminating information of an educational nature of value to the diverse sections of the Midlothian community.

To establish and operate an accredited training centre which will provide wide ranging socially inclusive course and workplace opportunities that will encourage personal development and the acquisition of life skills.

To work with the community and voluntary sectors to promote and communicate their activities within the wider community including peer education projects.

To advise in relation to, prepare, organise, support (whether financially or

otherwise) and/or conduct, conferences, workshops, information/awareness raising sessions, and educational and training events/courses and to commission and/or conduct research, and to publish and promote the results of such research.

To provide information, advisory, support and/or consultancy services which further the charitable aims of the company by putting back any surplus generated into achieving said aims.

To liaise with local authorities, Scottish, UK and European authorities and agencies, local enterprise companies, educational establishments, charitable or community-benefit bodies and others, all with a view to furthering the socially inclusive aims of the company.

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

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.

To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.

To purchase, take on lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.

To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.

To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.

To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.

To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.

To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.

To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/er, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person).

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

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 obtain from any such organisation, government or authority any right, privilege or concession.

To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.

To effect insurance against risks of all kinds.

To invest funds not immediately required for the purposes of the company's activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.

To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on.

To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects.

To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust, for any of the objects of the company.

To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise.

To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.

To do anything which may be incidental or conducive to the attainment of any of the objects of the company.

And it is declared that:-

in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated; and

in this clause, and throughout this memorandum of association, the word "charitable" shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1998, including any statutory amendment or re-enactment for the time being in force.

4. (a) The income and property of the company shall be applied solely towards the promotion of its objects (as set out in clause 3 of this memorandum of association)

No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company by way of dividend, bonus or otherwise.

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.

No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

The liability of the members is limited.

Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he/she/it is a member or within one year after he/she/it ceases to be a

member, for payment of the company's debts and liabilities contracted before he/she/it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

- 7.1 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) operating within the Operating Area whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association.
- 7.2 The body or bodies to which property is transferred under clause 7.1 shall 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 may acquire jurisdiction.
- 7.3 To the extent that effect cannot be given to the provisions of clause 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.
8. Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and addresses of
subscribers

2.

3.

Dated

Witness to above signatures:-

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

ARTICLES of ASSOCIATION

of

MIDLOTHIAN COMMUNITY MEDIA ASSOCIATION

Membership

The subscribers to the memorandum of association and such other individuals/bodies as are admitted to membership under articles 4 to 15 shall be the members of the company.

Membership shall cease on death or, in the case of an incorporated body, on the dissolution, winding-up, striking-off or receivership of that body.

A member may not transfer his/her/its membership to any other individual or body.

Categories of member

For the purposes of these articles:-

“Full Member” means a member falling under paragraph (a) of article 5;
“Full Membership” shall be construed accordingly

“Corporate Member” means a member falling under paragraph (b) or (c) of article 5; “Corporate Membership” shall be construed accordingly

“Associate Member” means a (non-voting) member admitted under paragraph (d) of article 5; “Associate Membership” shall be construed accordingly.

Qualifications for membership

Subject to articles 1, 6, 7 and 12, membership shall be open to the following:-

any individual aged 16 years or over who resides, is employed or studies within the Operating Area (as defined in the memorandum of association)

any voluntary-sector organisation operating in the Operating Area which is an incorporated body

any individual nominated by a voluntary-sector organisation operating in the Operating Area which is an unincorporated body

any individual who is under the age of 16 but fulfils any of the other qualifications under paragraph (a) or who is aged 16 years or over but does not fulfil any of the other qualifications under paragraph (a).

No employee of the company may become a member; a person admitted to membership shall automatically cease to be a member if he/she becomes an employee of the company.

No more than one individual nominated by each unincorporated body under paragraph (c) of article 5 may be a member at any given time.

Application for membership

Any individual who wishes to become a member must sign, and lodge with the company, a written application for membership (in such form as the directors

require), signed by him/her; in the case of an application under paragraph (c) of article 5, the application shall also be signed by an authorised officer of the unincorporated body which is nominating him/her for membership.

Any incorporated body which wishes to become a member must lodge with the company a written application for membership (in such form as the directors require), signed on its behalf by one of its authorised officers.

An application for membership must be accompanied by a remittance for the full amount of the annual membership subscription.

An individual or body applying for membership shall lodge with the company such information and evidence in support of his/her/its application as the directors may require.

The directors shall be entitled at their discretion to refuse to admit any individual or body to membership even if he/she/it qualifies for membership under article 5 and is not debarred from membership under article 6 or 7.

The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application and remittance (and, if required by the directors, supporting information and evidence) required under articles 8 to 12.

The directors shall, within a reasonable time after the meeting at which an application for membership is considered, notify the applicant in writing of their decision on the application; if the decision was to refuse admission, the directors shall return to the applicant the remittance lodged by him/her/it under article 10.

Register of members

The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she/it was admitted to membership, the category of membership into which he/she/it falls, and the date on which any individual or body ceased to be a member.

Withdrawal from membership

Any individual or body who/which wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed by him/her or, in the case of an incorporated body, signed on its behalf by one of its authorised officers; on receipt of the notice by the company, he/she/it shall cease to be a member.

If any unincorporated body wishes to withdraw its nomination for membership it shall

lodge a notice in writing with the company to that effect (in such form as the directors require), signed on its behalf by an authorised officer of that body; on receipt of the notice by the company, the individual admitted to membership on the basis of nomination by that unincorporated body shall cease to be a member.

Membership subscription

Each of the members shall require to pay an annual membership subscription in accordance with articles 19 to 22.

Unless otherwise determined by ordinary resolution, the amount of the annual membership subscription shall be £1 for Full Members, Corporate Members and Associate Members; the amount of the subscription may be set at differing levels for the respective categories of membership.

The annual membership subscription shall be due on each accounting reference date of the company and shall (subject to article 10) be taken to cover the period from one accounting reference date to the date falling immediately prior to the next accounting reference date; no refund of the membership subscription will be made if an individual or body ceases to be a member.

The directors shall give to the members at least three weeks' notice of each accounting reference date; each notice shall specify the amount of the membership subscription which will be due and shall state the possible consequence (under the following article) of failure to make payment.

If the company has not received a member's annual membership subscription within four weeks after the accounting reference date on which it fell due, the directors may by resolution expel that individual or body from membership; if, however, proper notice under article 21 was not given, a member shall not be liable to be expelled under this article unless he/she/it fails to pay the subscription within seven weeks after notice requiring payment has been given to him/her/it.

Expulsion from membership

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

a) Members who have been temporally expelled for a breach of the conditions of membership (volunteer's charter) shall have the right to a hearing before a three member disciplinary sub-committee of the Board of directors within 21 days:

b) If the outcome is that it is proposed that the member is permanently expelled or

suspended for a period in excess of a calendar month, there will be the right of appeal to a meeting of the Full Board of Directors within 30 days. Any resolution to confirm expulsion will require to be passed by a two thirds majority.

General meetings

All general meetings other than annual general meetings are to be called extraordinary general meetings.

The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A(2) of the Act).

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.

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

Notice of general meetings

At least twenty one clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 33) or a resolution requiring special notice under the Act is to be proposed; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.

The reference to "clear days" in article 29 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.

A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of any 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.

A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.

Notice of every general meeting shall be given (either in writing or, where the individual or body to which notice is given has notified the company of an

address to be used for the purpose of electronic communication, by way of electronic communications) to all the members and directors, and (if there are auditors in office at the time) to the auditors.

Special resolutions and ordinary resolutions

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.

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

to alter its name;

(subject to the provisions of the Act) to alter its memorandum of association with respect to the company’s objects;

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

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 cast against, and (as applicable) the chairperson’s casting vote) 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.

Proceedings at general meetings

No business shall be transacted at any meetings unless a quorum is present; 10 members (excluding Associate Members), present in person (in the case of an incorporated body, present via its authorised representative) or represented by proxy, shall be a quorum.

If the quorum required under article 36 is not present within half an hour after 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 may be fixed by the chairperson of the meeting.

The Chairperson of the company shall (if present and willing to act) preside as chairperson of the meeting; if the Chairperson of the company is not present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the Vice Chairperson shall (if present and willing to act) preside as chairperson of the meeting.

If neither the Chairperson of the company nor the Vice Chairperson is present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting or, if there is only one director present and willing to act, he/she shall be chairperson of the meeting.

A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.

The chairperson of the meeting may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.

A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson of the meeting or by any person present at the meeting and entitled to vote (whether as a member, as the representative of a member which is an incorporated body, or as the proxy for a member).

If a secret ballot is demanded in accordance with the preceding article, it shall be taken at once and shall be conducted in such manner as the chairperson of the meeting may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Votes of members

Each of the Full Members present or represented at a general meeting shall have one vote, which may be given either personally or by proxy.

The Corporate Members present or represented at a general meeting shall (irrespective of the number of Corporate Members who are present or represented at the meeting) have three votes (in aggregate); the proportion of those three votes which are to be cast for and against each resolution shall be determined by a separate vote conducted among the Corporate Members who are present or represented at the meeting (and on the basis that within that separate voting process, every Corporate Member shall have one vote, which may be given either personally (in the case of an incorporated body, via its

duly appointed representative present at the meeting) or by proxy).

For the avoidance of doubt, Associate Members shall be entitled to attend and speak at general meetings, but shall not be entitled to vote at general meetings.

A member who/which wishes to appoint a proxy to vote on his/her/its behalf at any meeting (or adjourned meeting):-

shall lodge with the company at the company's registered office, not less than 48 hours before the time for holding the meeting, a written instrument of proxy (in such form as the directors require), signed by him/her or (as the case may be) signed by an appropriate officer of that member; or

shall send to the company, at such address as may have been notified to the members by the company for that purpose, an electronic communication containing the appointment of a proxy, providing such electronic communication is received by the company at such address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of article 47 or which is not lodged or sent in accordance with such provisions, shall be invalid

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

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

A member which is an incorporated body may authorise an individual to act as its representative at any general meeting of the company, providing particulars of the individual so authorised and of the body which he/she is to represent are received by the company prior to the commencement of the relevant general meeting; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that incorporated body could exercise if it were an individual member.

A vote given, or ballot demanded, by proxy or by the duly authorised representative of a member which is an incorporated body 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 contained in an electronic communication, 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.

The chairperson of a meeting shall be entitled to a casting vote if an equality of votes arises in relation to any resolution.

Categories of directors

For the purposes of these articles:-

“Member Director” means a director appointed under articles 57 to 64;

“Co-opted Director” means a director appointed under articles 65 and 66.

Number of directors

The maximum number of directors shall be 12, of whom a maximum of 9 shall be Member Directors and a maximum of 3 shall be Co-opted Directors.

Eligibility

A person shall not be eligible for election/appointment as a Member Director unless he/she is a Full Member.

Election, retiral, re-election: Member Directors

Any Full Member who wishes to be considered for election as a Member Director at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming that he/she is willing to be appointed; the notice must be signed by him/her and must be lodged with the company at least seven days before the date of the annual general meeting.

At an annual general meeting the Full Members may (subject to article 55) elect as a director (a “Member Director”) any Full Member in relation to whom a valid notice has been given to the company in accordance with article 57.

For the avoidance of doubt, Corporate Members and Associate Members shall not be entitled to vote in relation to the election of Member Directors.

The directors may at any time appoint any Full Member (providing he/she is willing to act) to be a director (a “Member Director”), either to fill a vacancy or (subject to article 55) as an additional director.

At the first annual general meeting, three of the Member Directors shall retire from office; the question of which of them is to retire shall be decided by some random method.

At each annual general meeting (other than the first):-

any Member Director who was appointed by the directors (under article 60) in the period from the date of the last annual general meeting shall retire from office; and

out of the remaining Member Directors, three shall retire from office.

The directors to retire under paragraph (b) of article 62 shall be those who have been longest in office since they were last appointed or re-appointed; as between two or more directors who were appointed or re-appointed on the same date, the question of which of them is to retire shall be decided by some random method.

The Full Members may at any annual general meeting re-elect any director who retires from office at the meeting under article 61 or 62 (providing he/she is willing to act); if any such director is not re-appointed, he/she shall retain office until the meeting appoints someone in his/her place or, if it does not do so, until the end of the meeting.

Appointment, re-appointment: Co-opted Directors

Subject to article 55, the directors may at any time appoint any individual (other than employee of the company) to be a director (a “Co-opted Director”), providing he/she is willing to act, either on the basis that he/she has been nominated by a body with which the company has close contact in the course of its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the board.

At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office – but shall then be eligible for re-appointment under article 65.

Election/re-election of Young Persons’ Representative

The directors shall make arrangements for the election at each annual general meeting of up to two individuals to attend board meetings in the capacity of Young Persons’ Representatives; only the Associate Members shall be entitled to vote in relation to such elections.

The detailed provisions relating to Young Persons’ Representatives (which may

include the rules and procedures associated with eligibility to serve as Young Person's Representatives, the arrangements in relation to election, retiral and re-election, the circumstances in which a Young Persons' Representative can be removed from office and the manner in which vacancies may be filled), will be as set out in standing orders issued by the directors from time to time.

Disqualification and removal of directors

A director shall vacate office if:-

he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director;

he/she is sequestrated;

he/she becomes an employee of the company;

he/she resigns office by notice to the company;

in the case of a Member Director, he/she ceases to be a Full Member;

he/she is absent (without permission of the directors) from more than three consecutive meetings of directors and the directors resolve to remove him/her from office; or

he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

Appointments to offices

Directors shall be appointed to hold the offices of Chairperson of the company, Vice Chairperson and Treasurer, and any other offices which the directors may consider appropriate.

The appointments under article 70 shall be made at meetings of directors.

Each office shall be held (subject to article 73) until the conclusion of the annual general meeting which next follows appointment; a director whose period of office expires under this article may be re-appointed to that office under article 70 (providing he/she is willing to act).

The appointment of any director to an office under article 70 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.

If the appointment of a director to any office under article 70 terminates, the directors shall appoint another director to hold the office in his/her place.

Directors' interests

Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial), a director (notwithstanding his/her office):-

may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company;

may be a party to, or have some other personal interest in, any transaction or arrangement in which the company or any associated company has an interest;

may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and

shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company;

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to "associated company" shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.

Directors' remuneration and expenses

No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 70.

The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings, meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

Powers of directors

Subject to the provisions of the Act, the memorandum of association 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 association or these articles and no direction given by special resolution 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 conferred by article 79 shall not be limited by any special power conferred on the directors by these articles.

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

Proceedings of directors

Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.

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

Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson of a meeting of directors shall have a second or casting vote.

The quorum for the transaction of the business of the directors shall (subject to article 87) be four.

If there are five or less directors in office, the quorum for the transaction of the business of the directors shall be three.

The continuing directors or a sole continuing director may act notwithstanding vacancies, but if the number of remaining directors is less than the number fixed as the quorum they may act only for the purpose of filling vacancies or of calling a general meeting.

Unless he/she is unwilling to do so, the Chairperson of the company shall preside as chairperson at every meeting of directors at which he/she is present; if the Chairperson of the company is unwilling to act as chairperson of a meeting of directors or is not present within fifteen minutes after the time appointed for

the meeting, the Vice Chairperson shall preside as chairperson.

If neither the Chairperson of the company nor the Vice Chairperson is willing to act as chairperson of a meeting of directors or if neither is present within fifteen minutes after the time appointed for the meeting, the directors may appoint one of their number to be chairperson of the meeting.

The directors shall allow the Young Persons' Representatives elected/appointed in pursuance of article 67 to attend and speak (but not vote) at each meeting of the directors.

In addition to the provision for attendance by Young Persons' Representatives under article 91, the directors shall be entitled to allow any representative of a funding body or partner agency or any other person to attend and speak (but not vote) at any meeting of the directors.

A person invited to attend a meeting of the directors under article 91 or 92 shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the Act or any provision of these articles.

All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was 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.

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

A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.

For the purposes of the preceding article:-

an interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), shall be treated as a

personal interest of the director;

a director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has a personal interest in that matter.

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

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 96 to 98.

If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

Delegation to committees of directors and holders of offices

The directors may delegate any of their powers to any committee consisting of two or more directors; they may also delegate to the Chairperson of the company or a director holding any other office such of their powers as they consider appropriate.

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

Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

Secretary

Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Patrons

The directors may from time to time appoint such individuals as the directors may think fit as patrons of the company; the role of a patron shall primarily be to assist the company in relation to charitable appeals and other fundraising initiatives authorised by the board of directors from time to time.

For the avoidance of doubt, a patron shall not be deemed to be a director of the company, and (unless he/she is specifically invited by the board to attend – but not vote – at a particular meeting of the directors) shall not be entitled to attend, speak or vote at meetings of the directors.

No remuneration (beyond reimbursement of out of pocket expenses) shall be paid to patrons.

The period of office of each patron shall be such as may be prescribed by the directors from time to time, but on the basis that the directors may for good and sufficient reason remove any individual from office as a patron at any time prior to the expiry of his/her period of office.

Minutes

The directors shall ensure that minutes are made (of all proceedings at general meetings, meetings of the directors and meetings of committees of directors, all such minutes being approved at the next relevant meeting and placed on the website www.blackdiamondfm.com; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present and the minutes of each meeting shall be signed by the chairperson of that meeting.

Accounts

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

Notices

Any notice to be given in pursuance of these articles shall be in writing.

The company may give any notice to a member either personally **or** by sending the notice by post in a pre-paid envelope addressed to the member at the address last intimated by him/her/it to the company **or** by giving the notice using electronic communication to an address which has been notified to the company for that purpose.

A member may give any notice to the company either by sending it by post in a pre-paid envelope addressed to the company at its registered office or by leaving it, addressed to the company secretary, at the company's registered office.

Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four 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.

In the case of a notice contained in an electronic communication it will be sufficient to prove that the notice was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators as in force at the time, for the purpose of providing that any notice was given.

A member present or represented 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.

Winding-up

If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality, any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

For the avoidance of doubt, the company shall be entitled to purchase and maintain insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office.

Interpretation

In these articles,

“The Act” means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.

“Electronic communication” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.