

THE COMPANIES ACTS 1985, 1989 AND 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

BELPER LEISURE CENTRE LIMITED

(the "Charity")

1 PRELIMINARY

The regulations contained in Table C in the schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Charity and these Articles alone shall constitute the regulations of the Charity.

2 INTERPRETATION

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

"the Acts"	CA 1985 and CA 2006
"CA 1985"	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
"CA 2006"	the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force
"address"	a postal address or, for the purposes of electronic communication, a fax number, an email address or a text message number in each case registered with the Charity
"clear days"	in relation to the period of a notice means a period excluding: <ul style="list-style-type: none">• the day when the notice is given or deemed to be given; and

	• the day for which it is given or on which it is to take effect
"the Commission"	the Charity Commission for England and Wales
"the Directors"	the directors for the time being of the Charity. The Directors are charity trustees as defined by Section 97 of the Charities Act 1993
"electronic communication"	has the same meaning as in the Electronic Communications Act 2000
"Leisure Centre"	Belper Leisure Centre situated at John O'Gaunts Way, Kilbourne Road, Belper, Derbyshire, DE56 1RZ
"the memorandum"	the memorandum of association of the Charity
"A Member"	The Governing Body of Belper School of John O'Gaunts Way, Belper, Derbyshire DE56 1RZ
"B Member"	Derbyshire County Council, County Hall, Matlock, Derbyshire DE4 3AG
"office"	the registered office of the Charity
"officers"	includes the manager, secretary and treasurer of the Charity
"the seal"	the common seal of the Charity (if any)
"the secretary"	the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary
"United Kingdom"	Great Britain and Northern Ireland

2.2 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Acts but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.

2.3 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

2.4 Apart from the exception mentioned in Article 2.2 a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3 MEMBERS

3.1 The subscribers to the memorandum are the first members of the Charity.

3.2 Membership is open to other individuals or organisations who:

3.2.1 apply to the Charity in the form required by the members; and

3.2.2 are approved by the members.

3.3 The members may refuse an application for membership without giving any reason for such refusal.

3.4 Membership is not transferable to anyone else.

3.5 The Directors must keep a register of names and addresses of the members.

4 CLASSES OF MEMBERSHIP

4.1 The A Member and B Member each have the right while they are members of the Charity to appoint 1 Nominee Director in accordance with Article 12.1. Otherwise except as set out in this Article 4.1 the members have equal rights.

4.2 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

4.3 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

4.4 The rights attached to a class of membership may only be varied if:

4.4.1 three-quarters of the members of that class consent in writing to the variation; or

4.4.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

4.5 The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

5 TERMINATION OF MEMBERSHIP

5.1 Membership is terminated if:

- 5.1.1 the member dies or, if it is an organisation, ceases to exist;
- 5.1.2 the member resigns by written notice to the Charity unless, after the resignation, there would be fewer than two members;
- 5.1.3 any sum due from the member to the Charity in respect of subscription payments associated with being a member is not paid in full within six months of it falling due;
- 5.1.4 the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (i) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (ii) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting

although this Article 5.1.4 shall not be applicable to A Member or B Member.

6 GENERAL MEETINGS

- 6.1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 6.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 6.3 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6.4 The Directors may call an extraordinary general meeting at any time and, on the requisition of the members pursuant to the provisions of the Acts, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Acts. If there are not within the

United Kingdom sufficient directors to call a general meeting, any Director or any member of the Charity may call a general meeting.

7 NOTICE OF GENERAL MEETINGS

7.1 The minimum periods of notice required to hold a general meeting of the Charity are:

7.1.1 twenty-one clear days for an annual general meeting;

7.1.2 fourteen clear days for all general meetings.

7.2 A general meeting may be called by shorter notice if it is so agreed:

7.2.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and

7.2.2 in the case of a general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.

7.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

7.4 The notice must be given to all the members and to the Directors and auditors.

7.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

8 PROCEEDINGS AT GENERAL MEETINGS

8.1 The officers shall attend all general meetings.

8.2 No business shall be transacted at any general meeting unless a quorum is present.

8.3 A quorum is:

8.3.1 2 members entitled to vote upon the business to be conducted at the meeting; or

8.3.2 one tenth of the total membership at the time,

whichever is the greater.

8.4 The authorised representative of a member organisation shall be counted in the quorum.

8.5 If:

8.5.1 a quorum is not present within half an hour from the time appointed for the meeting;
or

8.5.2 during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the Directors shall determine.

8.6 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

8.7 If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

8.8 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.

8.9 If the chairperson is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting. If there is only one Director present and willing to act, he or she shall chair the meeting.

8.10 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

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

8.12 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

- 8.13 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
- 8.14 Any vote at a meeting shall be decided by a show of hands.
- 8.15 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive.
- 8.16 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 8.17 If there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 8.18 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

9 VOTES OF MEMBERS

- 9.1 Subject to Articles 8.17 and 9.3, every member, whether an individual or an organisation shall have one vote.
- 9.2 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote by his receiver, curator bonis or other person authorised on that behalf appointed by the court, and any such receiver, curator bonis or other person may vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 9.3 No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity in respect of subscription payments associated with being a member.

9.4 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

9.5 Votes of members may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.

9.6 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)-

"Belper Leisure Centre Limited

I/We, [], of [], being a member/members of the above-named company, hereby appoint [] of [], or failing him [] of [], as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the company, to be held on [] 20[], and at any adjournment thereof.

Signed on [] 20[]"

9.7 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)-

"Belper Leisure Centre Limited

I/We, [], of [], being a member/members of the above-named company, hereby appoint [] of [], or failing him [] of [], as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the company, to be held on [] 20[], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this [] day of [] 20[]"

9.8 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:

9.8.1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

9.8.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

- (i) In the notice convening the meeting; or
- (ii) in any instrument of proxy sent out by the Charity in relation to the meeting; or
- (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

9.9 A vote given by proxy shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Charity at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before commencement of the meeting or adjourned meeting at which the vote is given.

9.10 Subject to Article 9.11, any organisation that is a member of the Charity may nominate any person (other than a Nominee Director) to act as its representative at any meeting of the Charity and for the avoidance of doubt such person shall be, and shall act and vote as, an

agent of the organisation (acting in its capacity as a member) and subject to and in accordance with any instructions given by the organisation. The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity. Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

9.11 For the purposes of Article 9.10, the appointed representative of the A Member shall at all times be a school governor, and the appointed representative of the B Member shall at all times be an elected member. The A Member and B Member shall not appoint an employee to act as its representative at any meeting of the Charity.

9.12 The Charity shall not, without the unanimous agreement of the members:

9.12.1 cease to be a private company or change the nature of the work of the Charity from the type of work conducted on its incorporation or do, permit or suffer to be done any act or thing whereby the Charity may be wound up under the Insolvency Act 1986; or

9.12.2 sell, lease (as lessor), license (as licensor), transfer or otherwise dispose of any land or premises owned by the Charity

10 DIRECTORS

10.1 A Director must be a natural person aged 18 years or older.

10.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 13.

10.3 The number of Directors shall be not less than 2 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

10.4 The first Directors shall be those persons notified to Companies House as the first directors of the Charity.

10.5 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

11 POWERS OF DIRECTORS

11.1 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Acts, the memorandum, these Articles or any special resolution.

11.2 No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

11.3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

12 THE APPOINTMENT OF DIRECTORS

12.1 The A Member and B Member shall be entitled to nominate one person to act as a Director of the Charity from time to time (a "Nominee Director"). The A Member and B Member may remove its Nominee Director at any time and from time to time. The other members shall not vote so as to remove any Nominee Director from office unless it is considered that such removal is in the best interests of the Charity. Following the removal of a Nominee Director (whether by the A Member or B Member or the other members), the relevant A Member or B Member shall be entitled to appoint a replacement Nominee Director. Any appointment or removal of a Nominee Director by the A Member or B Member pursuant to this Article 12.1 shall take effect at the time the notice is received at the Charity's registered office or produced to a meeting of the Directors.

12.2 No Nominee Director appointed in accordance with Article 12.1 shall be an officer or an employee of its nominating member.

12.3 The Charity may by ordinary resolution appoint a person who is willing to act to be a Director.

12.4 No person may be appointed a Director at any general meeting unless:

12.4.1 he or she is recommended for re-election by the Directors; or

12.4.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:

- a is signed by a member entitled to vote at the meeting;
- b states the member's intention to propose the appointment of a person as a Director;
- c contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
- d is signed by the person who is to be proposed to show his or her willingness to be appointed.

12.5 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director.

12.6 The Directors may appoint a person who is willing to act to be a Director. A Director appointed by a resolution of the other Directors must retire at the next general meeting.

12.7 The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

13 DISQUALIFICATION AND REMOVAL OF DIRECTORS

A Director shall cease to hold office if he or she:

13.1 ceases to be a Director by virtue of any provision in the Acts or is prohibited by law from being a director;

13.2 is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

13.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

13.4 resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or

13.5 is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

14 **DIRECTORS' REMUNERATION**

The Directors must not be paid any remuneration.

15 **DIRECTORS' EXPENSES**

The Directors shall not be paid any expenses incurred by them in connection with the discharge of their duties.

16 **PROCEEDINGS OF DIRECTORS**

16.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of these Articles.

16.2 Any Director may call a meeting of the Directors.

16.3 The secretary must call a meeting of the Directors if requested to do so by a Director.

16.4 The officers shall attend all meetings of the Directors.

16.5 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

16.6 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. The quorum shall be the number nearest to two thirds of the total number of Directors.

16.7 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

16.8 If a question arises at a meeting of Directors or 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 and his ruling in relation to any Director other than himself shall be final and conclusive.

16.9 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.

16.10 If

16.10.1 a quorum is not present within half an hour from the time appointed for the meeting; or

16.10.2 during a meeting a quorum ceases to be present

the meeting shall be adjourned to such time and place as the Directors shall determine.

16.11 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

16.12 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Directors present at that time shall constitute the quorum for that meeting.

16.13 The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.

16.14 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

16.15 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.

16.16 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution 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 Directors duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

17 DELEGATION

17.1 The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.

17.2 The Directors may impose conditions when delegating, including the conditions that:

17.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;

17.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

17.3 The Directors may revoke or alter a delegation.

17.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

18 DIRECTORS' INTERESTS

18.1 A Director must absent himself or herself from any discussions of the Directors and shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Charity unless this interest or duty arises only because the case falls within one or more of the following paragraphs:

18.1.1 the discussions or resolution relate to the giving to the Director of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of the Charity; or

18.1.2 the discussions or resolution relate to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Charity for which the Director has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.

18.2 For the purposes of Article 18.1, an interest of a person who is, for any purpose of the Acts (excluding any statutory modification thereof not in force when this regulation becomes binding on the Charity), connected with a Director shall be treated as an interest of the Director.

18.3 Subject to Article 18.4, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

18.3.1 who was disqualified from holding office;

18.3.2 who had previously retired or who had been obliged by the constitution to vacate office;

18.3.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

18.3.4 the vote of that Director; and

18.3.5 that Director being counted in the quorum;

the decision had been made by a majority of the Directors at a quorate meeting.

18.4 Article 18.3 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 18.3, the resolution would have been void, or if the Director has not complied with Article 18.1.

19 SECRETARY

Subject to the provisions of the Acts, 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.

20 MINUTES

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

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

20.1.2 of all proceedings at meetings of the Charity and of the Directors, and of committee of Directors, including the names of the Directors present at each such meeting.

21 SEAL

If the Charity has a seal it must only be used by the authority of the Directors or of a committee of 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.

22 ACCOUNTS

- 22.1 The Directors must prepare for each financial year accounts as required by section 394 (or, if applicable, section 396) of the CA 2006. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 22.2 The Directors must keep accounting records as required by sections 386 and 388 of the CA 2006.

23 ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 23.1 The Directors must comply with the requirements of the Charities Act 1993 with regard to:
- 23.1.1 the transmission of the statements of account to the Charity;
 - 23.1.2 the preparation of an annual report and its transmission to the Commission; and
 - 23.1.3 the preparation of an annual return and its transmission to the Commission.
- 23.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

24 NOTICES

- 24.1 Any notice to be given to or by any person pursuant to the articles:
- 24.1.1 must be in writing; or
 - 24.1.2 must be given using electronic communications.
- 24.2 In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications
- 24.3 The Charity may give any notice to a member either:
- 24.3.1 personally; or
 - 24.3.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or

24.3.3 by leaving it at the address of the member; or

24.3.4 by giving it using electronic communications to the member's address.

24.4 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

24.5 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

24.6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

24.7 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

24.8 A notice shall be deemed to be given:

24.8.1 48 hours after the envelope containing it was posted; or

24.8.2 in the case of an electronic communication, 48 hours after it was sent.

25 INDEMNITY

The Charity shall indemnify every Director and the officers of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of them or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

26 RULES

26.1 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

26.2 The bye laws may regulate the following matters but are not restricted to them:

- 26.2.1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members and the grants, fees or other payments to be made by the members.
 - 26.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - 26.2.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - 26.2.4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Acts or by these Articles;
 - 26.2.5 generally, all such matters as are commonly the subject matter of company rules.
- 26.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 26.4 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- 26.5 The rules or bye laws, shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Name and Addresses of Subscribers

The Common Seal of
THE GOVERNING BODY OF BELPER SCHOOL
Kilbourne Road
Belper
DE56 1RZ

was hereunto affixed in the presence of:

Martin Birkdale
Chair of Governors
Number in Seal Book 18.

DATED: 12 March 2009

The Common Seal of
DERBYSHIRE COUNTY COUNCIL
County Hall
Matlock
DE4 3AG

was hereunto affixed in the presence of:

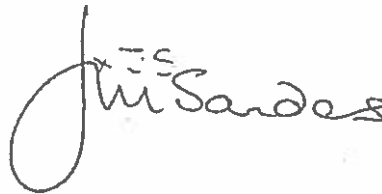
Karen Riley
Asst. COUNTY SECRETARY

Number in Seal
Book - 2009/234

DATED: 10 March 2009

JOYCE SANDERS

4 Ford street
Belper
Derbyshire
DE56 1DX



DATED: 10 March 2009

WITNESS TO THE ABOVE SIGNATURE:


Witness signature: 

Name: WALTER BURROWS

Address: 144 STATION ROAD
BURNINGTON
CHESHIRE
S43 1LJ

Occupation: COUNTY COUNCILLOR

CHRISTINE WORTH

24 Derby Road 
Ambergate
Belper
Derbyshire
DE56 2GE

DATED: 12-3-2009

WITNESS TO THE ABOVE SIGNATURE:

Witness signature: 

Name: MARILYN DEAKIN

Address: 66 JOHN O' GAULTS WAY
BELPER
DERBYSHIRE
DE56 0DB

Occupation: CLERK TO GOVERNORS

