

Company Number: 282555

Charity Number: 306122

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
YHA (ENGLAND & WALES) ("the Company")

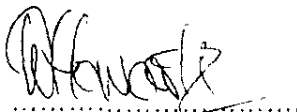
The following resolution was passed as a special resolution at the Annual General Meeting of the Company held at the Royal College of GPs, Euston Square, London NWE1 2FB on Saturday 30 June 2018:

Special Resolution

That:

(a) the current Articles of Association of YHA (England & Wales) be amended by replacing them with the version headed AGM 09/18; and

(b) the current Standing Orders for YHA (England & Wales) titled "Standing Orders for all YHA General Meetings" be amended by replacing them with the version headed AGM 11/18.



.....
Chairman/Director/Secretary

Date: 30th JUNE 2018

FRIDAY



A25 *A79LK843* #35
06/07/2018
COMPANIES HOUSE

Company Number: 282555
Registered Charity: 306122

THE COMPANIES ACTS 1985, 1989 and 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

YHA (England and Wales)

(Adopted by a Special Resolution passed on 30 June 2018)

1. The name of the Company is YHA (ENGLAND AND WALES)
2. The Registered Office of the Company is situated in England

INTERPRETATION

3. In these Articles:

"the Act" means the Companies Act 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;

"the Articles" means these Articles of Association and reference to an Article means one of these Articles;

"Association" means the members' association known as the Youth Hostels Association (England and Wales) that was carried on by The Youth Hostels Association (England & Wales) registered charity number 301657 but with effect from 18 September 2005 is now carried on by the Company;

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"Association Member" means an individual who is a YHA Member who is not under the age of sixteen and who is not in paid employment with the Company or with a subsidiary of the Company;

"Board of Trustees" means the board of trustees of the Company;

"Chair" means the chair of the Trustees appointed pursuant to Article 42(b);

"Charities Act" means the Charities Act 1992, 2006 and 2011 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;

"Chief Executive" means the person appointed to the position of chief executive of the Company for the time being by the Board of Trustees in accordance with Article 77;

"Clear Days" in relation to the period of notice means that period excluding 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;

"Company Members" means the members of the Company as defined in Article 11;

"Electronic Communication" means the same as in the Electronic Communications Act 2000;

"National Officers" means the Chair, Vice-Chair and Treasurer from time to time of the Company as referred to in Article 42(b);

"Objects" means the objects of the Company expressed in these Articles;

"Registered Office" means the registered office for the time being of the Company;

"the Seal" means the common seal of the Company;

"the Secretary" means the secretary of the Company or any other person appointed to perform the duties of the Secretary, including a joint, assistant or deputy secretary;

"Standing Orders" means the rules and provisions of the Company made under Article 93;

"the Trustees" means the directors of the Company (and "Trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland;

“in Writing” means written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, website or fax (to the extent legally permissible); and

“YHA Member” means an individual who has applied and been accepted and continues to be accepted as a valid member of the Association.

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

Words importing the singular shall include the plural and vice versa and words importing persons shall include corporations.

Any reference to presence at a general meeting shall include presence of a Company Member in person or by proxy and shall include presence which is deemed in accordance with these Articles (and “present” shall be construed accordingly).

THE OBJECTS

4. The Objects of the Company, insofar as these Objects are wholly charitable in law are:
 - (a) To help all, especially young people of limited means, to a greater knowledge, love and care of the countryside, and appreciation of the cultural values of towns and cities, particularly by providing Youth Hostels or other accommodation for them in their travels, and thus to promote their health, recreation and education;
 - (b) Such other charitable purposes as the Trustees shall in their absolute discretion from time to time think fit.

THE POWERS

5. The Company has the following powers which may be used only to promote the Objects:-
 - (a) to co-operate with other organisations with similar objects;
 - (b) to co-operate with Youth Hostels Associations in other countries;
 - (c) to contribute to rural and urban regeneration;
 - (d) to promote the conservation, protection and improvement of the physical and natural environment;

- (e) to advance better understanding between peoples throughout the world;
- (f) to buy, take on lease, share, hire or otherwise acquire property of any sort;
- (g) to sell, lease or otherwise dispose of all or any part of the property belonging to the Company in exercise of this power but the Company must comply as appropriate with Sections 117 to 123 of the Charities Act 2011;
- (h) to borrow money and to charge the whole or any part of the property belonging to the Company as security for the repayment of money borrowed, grant given or any other obligation but the Company must comply as appropriate with Sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;
- (i) to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
- (j) to employ and pay any employees, officers, servants and professional or other advisers;
- (k) subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way;
- (l) to carry on trade to advance the Objects or as ancillary to advancing the Objects or as a means of disposing of donated goods or which is carried out mainly by the beneficiaries of the Company and/or to raise funds in a way which is not expected to give rise to taxable profit;
- (m) to give or receive guarantees or indemnities;
- (n) to promote or undertake study or research and disseminate the results of such research;
- (o) to produce, print and publish anything in any media;
- (p) to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
- (q) to promote and advertise the Company's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and to the extent permitted by law, political activities;

- (r) to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves;
- (s) to undertake any charitable trust;
- (t) to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- (u) to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Company or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- (v) to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Company not required for the purpose of the Company in furtherance of the Company's Objects;
- (w) to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- (x) to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- (y) to open and operate bank accounts and other banking facilities;
- (z) to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;
- (aa) to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- (bb) to insure any risks arising from the Company's activities;
- (cc) to pay out of the funds of the Company the cost of any premium in respect of insurance or indemnities to cover the liability of the Board of Trustees or of any of the Company's officers, servants, voluntary workers, or Company Members which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company: Provided that any such insurance or indemnity shall not extend to any claim arising from the fraud, dishonesty, other criminal or wilful or deliberate neglect or default on the part of the Board of Trustees (or any Trustee);

- (dd) to purchase out of the funds of the Company any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time;
- (ee) to delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

- (i) the Managers are properly authorised to carry on investment business;
 - (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Company;
 - (iii) the Managers are under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Company;
 - (iv) the Company is entitled at any time to review, alter or terminate the delegation or the terms thereof; and
 - (v) the Company reviews the arrangements for delegation at intervals but so that any failure by the Company to undertake such reviews shall not invalidate the delegation;
- (ff) to permit any investments belonging to the Company to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such; and
- (gg) to do anything else within the law which helps promote the Objects.

CHARITABLE RESTRICTIONS

6. The income and property of the Company shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to Company Members and no Trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or

money's worth from the Company: Provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration or honoraria to a Company Member, officer, or employee (but not to any Trustee of the Company);
- (b) of interest on money lent by any Trustee at a rate not exceeding five per cent per annum;
- (c) of reasonable and proper rent for premises demised or let by any Company Member or Trustee to the Company;
- (d) to any Trustee of reasonable and properly incurred out of pocket expenses;
- (e) of fees, remuneration or other benefit in money or money's worth to a company in which any Trustee is interested where that interest is less than one per cent of the issued share capital;
- (f) to a Trustee in his/her capacity as a beneficiary of the Company;
- (g) to a Trustee who enters into a contract for the supply of goods or services to the Company where that is permitted in accordance with, and subject to the conditions in section 185 of the Charities Act 2011;
- (h) of reasonable and proper premiums in respect of Indemnity Insurance effected in accordance with Article 5(dd);
- (i) of a pecuniary benefit permitted by these Articles; and
- (j) any payment under the indemnity provisions in the Articles.

The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is a partner, an employee, a consultant, a director or a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital.

In this Article "company" shall include any company in which the Company holds more than 50% of the shares or controls more than 50% of the voting rights attached to the shares or has the right to appoint one or more Trustees to the board of the company

"Trustee" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his or her partner.

7. The liability of the Company Members is limited.

DISSOLUTION

8. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Company Members, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the Objects of the Company. Such institution or institutions shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 6. Such institution or institutions will be determined by the Company Members at or before the time of dissolution, or in default thereof, any such remaining property shall be given or transferred to the National Trust for Places of Historic Interest or Natural Beauty, and if so far as effect cannot be given to such provisions, then to some charitable object.
9. Every Company Member undertakes to contribute to the assets of the Company in the event of the same being wound up while he/she is a Company Member, or within one year after he/she ceases to be a Company Member and to the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

COMPANY MEMBERS

10. There shall be no limit to the number of Company Members. For the avoidance of doubt no person, except for the Chief Executive may be a Company Member who is in paid employment with the Company or a subsidiary of the Company.
11. Subject to the proviso at the end of this Article and subject to Article 12, only those persons falling within one of the following categories shall be a Company Member for company law purposes:
 - (a) Association Members who register their intention to become Company Members in such manner as the Board shall specify from time to time and who have such membership confirmed by the Company. Acceptance of an application to become a Company Member may be subject to such conditions as the Company may stipulate from time to time;
 - (b) the Board of Trustees;
 - (c) the Chief Executive provided that he or she shall be entitled to attend and be heard at general meetings but not to vote.

Provided that while a person may apply to become a Company Member through more than one category of membership they may only take up membership under one category.

12. The Board of Trustees and the Chief Executive shall be Company Members by virtue of their office.
13. Every Company Member shall be bound by these Articles and any Standing Orders and shall to the best of his/her ability further the Objects.
14. The name and address of each Company Member and the date upon which each Company Member becomes and ceases to be a Company Member shall be entered in a register to be kept at the Registered Office and the provisions of the Act relating to the Company's register of Company Members shall be observed by the Company.
15. The privileges of a Company Member shall be personal to him/her and shall not be transferable save that a proxy may participate in a general meeting and vote.
16. The membership of Trustees and the Chief Executive as Company Members shall expire at the end of their office.
17. Any Company Member giving notice in accordance with the provisions of Article 20(d) shall remain liable to pay any sums due from him/her at the date of such notice.
18. No Company Member shall, nor shall his/her representatives, have any claim upon or interest in the funds of the Company.
19. The Board of Trustees may at any time resolve at a Board meeting convened in accordance with these Articles by a majority of three quarters of the Trustees present and voting that a Company Member be suspended from the Company or may be expelled or compelled to retire from the Company if:
 - (a) such Company Member is declared bankrupt or insolvent or makes any composition or arrangement with his/her creditors generally or goes into liquidation other than a voluntary liquidation for the purposes of reconstruction or amalgamation or is dissolved or has a receiver or administrator appointed in respect of the whole or part of its assets and undertaking;
 - (b) such Company Member is convicted of a serious criminal offence;
 - (c) such Company Member has been, in the opinion of the Trustees responsible for or involved in any act, omission or conduct which may

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bring discredit on the Company or is likely to be detrimental or prejudicial to the interests of the Company or to its aims and Objects;

PROVIDED THAT the Trustees shall afford a reasonable opportunity for attendance and the giving of evidence at the Board meeting by the Company Member to which the resolution refers and shall give consideration to any written representations which may be made by the Company Member. The Trustees shall notify the Company Member of the result of the resolution put to the meeting within seven days of the passing thereof. The decision of the Trustees shall be final.

20. In addition to Article 19 above a Company Member shall cease to be a Company Member and his/her name shall be removed from the register of Company Members if:
- (a) he/she is incapable whether mentally or physically of managing his/her own affairs;
 - (b) he/she is expelled from membership by a resolution of the Trustees acting under the powers conferred on them by Article 19;
 - (c) he/she dies;
 - (d) he/she tenders his/her resignation of membership and on its receipt at the Registered Office, but not before his/her membership shall cease accordingly;
 - (e) he/she ceases to hold the office pursuant to which he/she is admitted as a Company Member in accordance with Article 11;
 - (f) he/she ceases to be an Association Member; or
 - (g) he/she fails to confirm in such manner as the Board requires within 56 days of receiving a written request from the Company asking whether he/she wishes his/her membership to continue.

ASSOCIATION MEMBERS

21. Association Members shall have the rights and privileges granted by the Board from time to time. Association Members are not Company Members for the purposes of the Act and shall not therefore be entitled to receive notice of or to attend or vote at general meetings and shall not have any other rights or privileges other than those that may be conferred upon Association Members by these Articles or Standing Orders.
22. An Association Member shall cease to be an Association Member and his/her name shall be removed from any register of Association Members when he/she ceases to be a YHA Member.

GENERAL MEETINGS

23. The Company shall hold a general meeting in every calendar year as its annual meeting at such time and place as may be determined by the Trustees and shall specify the meeting as such in the notice calling it. All general meetings other than annual general meetings, are called general meetings.
24. Company Members shall be provided with proxy forms and shall be entitled to attend general meetings. Others may be permitted to attend in accordance with the provisions of the Standing Orders.
- 25.
- (a) The Board shall call a general meeting of the Company Members at any time to consider and vote on any resolutions or special resolutions under the Act.
 - (b) Resolutions of the Company will only be voted on by the Company Members.
 - (c) Only Company Members are entitled to attend general meetings of the Company unless the Board determines otherwise and in accordance with the Standing Orders.
26. The Trustees may call general meetings and, on the requisition of Company Members pursuant to the provisions of the Act, shall forthwith proceed to call a general meeting within 21 days from the date when they become subject to the requirement and the meeting will be held on a date not more than 28 days after the date of the notice convening the meeting.

NOTICE OF GENERAL MEETINGS

- 27.
- (a) Not fewer than fourteen Clear Days' notice in Writing of every annual general meeting and of every other general meeting, shall be given in a manner hereinafter mentioned to Company Members and to such persons as are under these Articles or under the Act entitled to receive such notice. The notice shall specify the place, the day and the hour of meeting, and in the case of special business the general nature of that business. However with the consent of 90% of the Company Members entitled to receive notice of such a meeting (or with such lesser proportion as is prescribed by the Act) a meeting may be convened by such notice as those Company Members may think fit. Notice shall only be given to those persons who are Company Members on the date that the notice is given by the Company.

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- (b) Notwithstanding any other provision of these Articles notice of general meetings may also be given in accordance with Article 27(a) by posting such notice on the Company's website and such notice shall be deemed to be notice to all the Company Members entitled to notice of general meetings who have informed the Company in Writing of their consent, or have given deemed consent in accordance with the Act to receiving notices by means of a website. The notice will be validly given if the Company sends those Company Members a notification informing them that the documents forming part of the notice may be viewed on a specified website. The notice must provide the website address and the place on the website where the notice may be accessed and an explanation of how it may be accessed. The notice must be available on the website throughout the notice period until the end of the meeting in question.
- (c) A Company Member present 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.
- (d) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed, or other proceedings, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 28. No business shall be transacted at any general meeting unless a quorum is present at the commencement of the business and also when such business is voted upon. For the purpose of general meetings including annual general meetings the quorum shall for all purposes be 50 Company Members for the time being whether present in person or by proxy.
- 29. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened on the requisition of Company Members, shall be dissolved. In any other case it shall stand adjourned to such other day and at such other time and place as the Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Company Members present in person shall be a quorum.
- 30. The Chair shall preside as chair at every general meeting, but if there be no Chair or if at any meeting he/she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, then in any such case the Vice-Chair (if any) of the Trustees shall preside as Chair, but if there be no Vice-Chair or if at any meeting he/she shall not be present within fifteen minutes after the

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time appointed for holding the same, or shall be unwilling to preside, the Company Members present shall choose a Trustee or if no Trustee is present or if all the Trustees present decline to take the chair, they shall choose some Company Member who shall be present to preside.

31. The Chair may, with the consent of any meeting at which a quorum is present, (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place but no business shall be transacted at any reconvened meeting other than business which might have been transacted at the adjourned meeting. Whenever a meeting is adjourned for fourteen days or more, notice of the reconvened meeting shall be given in the same manner as for the original meeting. Save as aforesaid the Company Members shall not be entitled to any notice of an adjournment or of the business to be transacted at a reconvened meeting.
32. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before the declaration of the result of the show of hands, demanded by the Chair or by not fewer than 5 Company Members present in person or by proxy, or by a Company Member or Company Members present in person or by proxy and representing not fewer than one-tenth of the total voting rights of all the Company Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A demand for a poll may be withdrawn.
33. Any Company Member may participate in a general meeting by means of conference telephones or other communications systems whereby all those participating in the meeting can communicate and address one another. For the avoidance of doubt general meetings where not all Company Members can see and hear each other will still be considered to be properly held. Such participation shall be deemed to constitute presence in person (or by authorised representative as appropriate) at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the Chair shall be deemed to be the place of the meeting.
34. If a poll is demanded, it shall be taken at such time and place and in such a manner as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a Chair shall be taken forthwith. No poll shall be demanded on any question of

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adjournment. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded.

35. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.

VOTES OF ASSOCIATION MEMBERS AND COMPANY MEMBERS

36. The Company Members and the Association Members shall appoint by such electronic voting system or other voting system as the Board of Trustees shall determine as successors to those Trustees whose term of appointment is due to expire at the end of the annual general meeting in accordance with Article 47, 49 or 56, such new appointments to take effect from the end of the annual general meeting and subject to Article 56 to be for a term of 4 years in accordance with Article 49.
37. The Company Members and the Association Members shall vote on the election of the Nominations Panel Chair and Association Members of the Nominations Panel by such electronic voting system or other voting system as the Board of Trustees shall determine.
38. The Company Members and the Association Members shall vote on any motions submitted in accordance with the procedures outlined in this Article 38.
- (a) Notices of motions may only be submitted by the Board of Trustees and Company Members;
 - (b) Notices of motions may only be submitted by a Company Member where that Company Member has secured the supporting signatures of not less than fifteen Association Members;
 - (c) The Board may decide on the most appropriate course of action relating to each submitted motion. Such actions may include but are not limited to:
 - (i) Merge a motion with a similar motion(s) that have been submitted
 - (ii) Amend the wording of a motion to ensure each is clearly and unambiguously expressed
 - (iii) Reject a motion as being inappropriate for a vote of the Association Members
 - (d) Notices of motions must be received in Writing at the Registered Office at least 28 days before voting on motions is opened to the Association Membership;

- (e) Motions shall be voted on by both the Company Members and the Association Members:
 - (i) By the Association Members by such electronic voting system or other voting system as the Board of Trustees shall determine.
 - (ii) By the Company Members at a general meeting of the Company.

The result of a motion voted on by both Association Members in accordance with (i) above and by the Company Members in accordance with (ii) above will be the combination of such votes. For the avoidance of doubt, a Company Member or Association Member may not vote more than once on the same motion;

- (f) Notices of motions may be submitted in cases of urgency without the notice required by Article 38(d) with the approval of a resolution of the Company in general meeting. Such motions shall only be voted on by the Company Members present in person or by proxy at that general meeting.

VOTES OF COMPANY MEMBERS

39.

- (a) Every Company Member present in person or by proxy shall have one vote both on a show of hands and on a poll save that:
 - (i) a Company Member must be an Association Member to be eligible to vote (but for the avoidance of doubt, Company Members may appoint a proxy who is not an Association Member or a Company Member to vote on their behalf); and
 - (ii) in accordance with Article 11, the Company Member specified in Article 11(c) shall not be entitled to vote at general meetings of the Company.
 - (iii) On a vote on a show of hands at a meeting, a proxy has one vote however many proxies he/she holds but has one vote for and one vote against the resolution if the proxy has been duly appointed by more than one Company Member entitled to vote on the resolution, and the proxy has been instructed by one or more of those Company Members to vote for the resolution and by one or more other of those Company Members to vote against.
- (b) For the avoidance of doubt, any Company Member entitled to attend and vote at a general meeting who holds an office in the Company shall have no additional vote on a show of hands or on a poll by reason of holding such office other than that of the Chair of the meeting.

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- (c) If at any general meeting of the Company there is any dispute as to any Company Member's voting rights the decision of the Chair shall be final and binding.
 - (d) No objection shall be raised to the qualification of any Company Member or his or her proxy to vote except at the meeting or adjourned meeting at which the vote is exercised and every vote duly cast at such meeting shall be valid unless objection is raised and substantiated at that meeting. Any objection at a meeting shall be referred to the Chair whose decision shall be final and binding.
 - (e) In accordance with the provisions of the Companies Act 2006, Company Members shall be entitled to be represented by a proxy at any general meeting of the Company who may attend, speak and vote (whether on a show of hands or on a poll) on their behalf.
40. On a poll, votes may be given personally or by proxy and a person holding a proxy shall have the same number of votes as the number of proxies they hold.
41. Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, Company Members may pass a valid resolution without a meeting being held. But for the resolution to be valid;
- (a) it must be in Writing;
 - (b) in the case of a special resolution it must be signed by at least 75% of all the Company Members (or their duly authorised representatives);
 - (c) in the case of an ordinary resolution it must be signed by a majority of all the Company Members (or their duly authorised representatives);
 - (d) it may consist of two or more documents in identical form signed by the Company Members; and
 - (e) the passing of the resolution must comply with any other requirements of the law from time to time. A written resolution is passed when the required majority of eligible Company Members have signified their agreement to it.

NATIONAL OFFICERS

- 42.
- (a) The Chair and Vice Chair shall act as Chair and Vice Chair of the Board of Trustees in accordance with Article 69.

- (b) The National Officers, namely the Chair, the Vice Chair and the Treasurer shall be appointed by the Trustees from among the Trustees in office at a Board meeting preceding the annual general meeting of the Company and their period of office shall commence immediately after the annual general meeting of the Company. The National Officers shall be elected by the Trustees in office in accordance with such rules as the Trustees shall determine from time to time. Appointments of the National Officers shall be for a term of 4 years to expire at the end of the annual general meeting of the Company which takes place 4 years after the date each appointment was made.
- (c)
 - (i) Any retiring National Officer shall only be eligible for re-appointment to the same National Officer position for a maximum of one additional term of 4 years subject to Article 43;
 - (ii) a retiring Vice Chair or Treasurer shall be eligible to be appointed to a different National Officer position always subject to a maximum of two such terms in each position subject to Article 43, but must retire off the Board after occupying two National Officer positions in succession;
 - (iii) unless appointed or re-appointed to a National Officer position, a retiring Vice Chair or Treasurer shall not be eligible to stand for election as a Trustee for a period of 2 years from the date of last retirement; and
 - (iv) unless re-appointed as Chair for a further term, a retiring Chair shall not be eligible to become a Trustee again for a period of 8 years from the date of last retirement.
- (d) A National Officer will retain his/her status of being a Trustee while in a National Officer position.

43. Any vacancy among the National Officers may be filled at the discretion of the Board of Trustees only for the remainder of the original term relating to that position. Any time spent filling a casual vacancy amongst the National Officers shall not count towards the maximum of two terms for that particular position.

TRUSTEES

44. Unless otherwise determined by special resolution the number of Trustees shall not be fewer than 12 and not more than 17.
45. The Trustees may not be paid any remuneration unless it is authorised by Article 6.

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DISQUALIFICATION OF TRUSTEES

46. A Trustee shall cease to hold such office forthwith if:
- (a) he/she is declared bankrupt, or becomes insolvent or he/she makes any arrangement or composition with his/her creditors; or
 - (b) he/she is considered by the Board to have become incapable whether mentally or physically of managing his or her own affairs and a majority of the other Trustees resolve that he/she must cease to hold office; or
 - (c) by notice in Writing to the Company he/she resigns his/her office but only if there will be at least 12 Trustees remaining in office when the notice of resignation takes effect; or
 - (d) he/she is or becomes prohibited or disqualified from holding office by reason of any order made under the Act, the Company Directors Disqualification Act 1986 (or any regulations made under it) or the Charities Act 2011, or by reason of the provisions of any other statute or applicable law; or
 - (e) he/she is removed from office by a resolution duly passed pursuant to Article 53; or
 - (f) he/she is removed from office pursuant to the Act; or
 - (g) he/she ceases to be an Association Member; or
 - (h) he/she fails to attend three consecutive Board meetings and he/she has not delivered apologies citing reasons which are acceptable to the Board; or
 - (i) he/she is disqualified by law from serving as a company director unless there is an appropriate exception in place; or
 - (j) he/she is disqualified by law from serving as a charity trustee unless a valid waiver has been granted.

APPOINTMENT AND RETIREMENT OF TRUSTEES

47. To be eligible to be a Trustee a person must be an Association Member and once appointed a Trustee must remain an Association Member throughout his/her period of office. Subject thereto the Trustees shall be:
- (a) Not more than 15 Association Members elected to the office of Trustee (in accordance with the Company's procedures on election) from amongst candidates who are eligible to stand for election to the office of Trustee;

Provided that a person standing for election under the provisions of this Article 47(a) shall only be elected if he or she receives 25% or more of the total votes that were cast for that post. Nominations for Trustees must be received in Writing at the Registered Office not less than 28 days before voting is opened to Association Members to vote on the election of Trustees; and

- (b) a maximum of 2 persons who may be appointed as additional, co-opted Trustees by the Board of Trustees for one term of office to expire at the end of the next annual general meeting. Such persons may be co-opted by the Board of Trustees for one further term of one year expiring at the end of the following AGM.
48. The Board of Trustees shall establish a Nominations Panel and its terms of reference. The members of the Nominations Panel shall be elected or appointed in accordance with the Standing Orders for General Meetings and shall have the powers set out in the Standing Orders including the power to determine a short list of the only nominees who may be considered for election as Trustees.
- 49.
- (a) Each Trustee appointed after the 2016 AGM:
 - (i) shall be appointed for a term of four years and each Trustee shall retire at the end of the annual general meeting on or next following the date on which their term of office expires; and
 - (ii) shall be eligible to be reappointed as a Trustee for only one further term of four years; and
 - (iii) after serving 2 consecutive terms must retire from the Board of Trustees for a period of at least 2 years (unless appointed as a National Officer).
 - (b) In determining whether a Trustee has served for 2 consecutive terms;
 - (i) any terms served as a co-opted Trustee pursuant to Article 47(b) or as a Trustee appointed to fill a casual vacancy pursuant to Article 50 shall be disregarded; and
 - (ii) any terms served as a Trustee appointed to fill a casual vacancy pursuant to Article 56 shall be included.
 - (c) Article 49(a) shall not apply to terms served as a National Officer, as a Trustee co-opted under Article 47(b) or as a Trustee appointed to fill a casual vacancy pursuant to Articles 50 and 56.
50. The Trustees shall have power at any time to appoint any person to be a Trustee to fill a casual vacancy among the Trustees specified in Article

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47(a) but may only do so where the total number of Trustees otherwise would fall below 12 Trustees. Any Trustee (who is not a National Officer) so appointed shall retain his or her office until the end of the next annual general meeting of the Company and that initial period as a Trustee shall not count towards the maximum 2 terms of office as a Trustee or co-opted Trustee.

51. Any Trustee wishing to resign as a Trustee shall tender written notice to the Secretary and on its receipt at the Registered Office, but not before, he/she shall cease to be a Trustee of the Company.
52. Seventy-five per cent in number of the Trustees shall have power at any time and from time to time to remove any person as a Trustee including the Chair.
53. The Company may by ordinary resolution with special notice remove any Trustee before the expiration of his/her period of office notwithstanding anything in these Articles or in any agreement between the Company and such Trustee.
54. The Company may by ordinary resolution appoint another person in place of a Trustee removed from office under the immediately preceding Article.
55. At the date of the adoption of these Articles of Association at the 2016 AGM the following transitional arrangements shall take effect:
 - (a) All existing Trustees in post immediately prior to the 2016 AGM who are in a National Officer position shall continue with their current term of office unchanged in length and shall be eligible to stand for re-election in the same National Officer position one more time on completion of their current term unless they were serving in that position immediately prior to the 2013 AGM.
 - (b) All existing Trustees in post immediately prior to the 2016 AGM who are not in a National Officer position shall continue with their current term of office unchanged in length and shall be eligible to stand for re-election in the same position one more time on completion of their current term unless they were serving as a Trustee immediately prior to the 2013 AGM.
 - (c) Any Trustees, including a National Officer, starting a full term at the end of the 2016 AGM, and in any subsequent years, are to serve a term of four years except that, subject to (d) below, three of the six possible vacancies that could be filled at the 2016 AGM are only to be given an initial term of three years each ("3 year vacancies").
 - (d) Of the six possible vacancies that could be filled at the 2016 AGM two will be left vacant and these will be 3 year vacancies.

56. The Board shall have the power at any time to decide whether a casual vacancy should be filled by election and must do so where the number of Trustees would fall below 12 Trustees. Any Trustee elected at an annual general meeting to fill a casual vacancy will only be elected for the remainder of the original term of that position, such period to be counted as one of the maximum two terms of office as a Trustee. Any such election must fulfil the requirements of Article 47(a). The election to fill all vacant trustee positions, whether full-term or casual, will be a single voting procedure. The successful candidates with the highest votes will be appointed to vacant full-term positions. Candidates with the next highest votes will be appointed to fill any casual vacancies with a three year term, the next to fill any casual vacancy with a two year term and then, finally, any casual vacancies with a one year term.

POWERS AND DUTIES OF THE TRUSTEES

57. Subject to the provisions of the Act and these Articles and to any directions given by or pursuant to a special resolution the business of the Company shall be managed by the Trustees who may pay all such expenses of, and preliminary and incidental to, the promotion of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company such acts as may be exercised and done by the Company as are not by the Act or by these Articles required to be exercised or done by the Company in general meeting.
58. Article 57 is subject to the provisions of the Act, these articles and to such Standing Orders, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no Standing Orders made by the Company in general meeting shall invalidate any prior act of the Trustees which would have been valid if such Standing Orders had not been made.
59. The Trustees for the time being may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by Article 63 as the necessary quorum of Trustees, the continuing Trustee or Trustees may act for the purposes of summoning a general meeting, but not for any other purpose.
- 60.
- (a) Where the duty of a Trustee to avoid a situation in which he/she has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Company including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed;

- (i) the matter in relation to which that duty exists has been proposed to the Trustees at a Board meeting and has been authorised by them; and
 - (ii) any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, subject to Articles 60(b) and 60(c); and
 - (iii) the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted, subject to Articles 60(b) and 60(c).
- (b) In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Trustees present at the meeting to constitute a quorum, the unconflicted Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under this Article and the manner of dealing with the conflict, provided that:
- (i) they may only give such authorisation where they are satisfied that the conflicted Trustee or Trustees will not receive any direct or indirect benefit other than one permitted by these Articles; and
 - (ii) the total number of Trustees at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum required under these Articles.
- (c) In the event that all of the Trustees present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Articles 60(b)(i) and 60(b)(ii) above.
- (d) The duty to deal with conflicts referred to in this Article applies in the case of the exploitation of property, information or opportunity even if the Company is not taking, or could not take, advantage of the opportunity.
- (e) The Trustees shall observe the other duties and rules in the Companies Act 2006, and such other rules as the Board of Trustees adopts, as to the management of conflicts of duty or interest.
- (f) To the extent required by law every Trustee shall fully disclose to the Board of Trustees the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.

- (g) The Board of Trustees may by resolution passed in the manner set out above, authorise a Trustee not to disclose to the Board of Trustees confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Trustee.

DELEGATION OF TRUSTEES' POWERS

61. The Trustees may, by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his/her powers.
62. The Trustees may delegate any of their powers to any of the Trustees as they consider desirable to be exercised by him/her or them. Any such delegation may be made subject to any condition the Trustees may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

PROCEEDINGS OF THE TRUSTEES

63. The Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit provided that the Trustees shall meet together for the despatch of business no less than three times in each calendar year. One third (rounded up to the next whole number where appropriate) of the total number of Trustees for the time being of the Company present at the same time shall be a quorum.
64. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the Chair of the meeting shall have a second or casting vote.
65. Any Trustee may participate in a meeting of Trustees by means of a conference telephone or other communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the Chair shall be deemed to be the place of the meeting.
66. The Chair or twenty-five per cent of the Trustees may (and the Secretary if requested by either of the same must) summon a meeting of the Board by giving notice to all the Trustees.
67. Unless 75% of the Trustees entitled to notice indicate their willingness to accept shorter notice of a meeting of Trustees and save as otherwise

provided, no fewer than 7 days' notice of the time and place of each meeting of Trustees shall be given to each Trustee.

68. The non-receipt of notice by any Trustee shall not invalidate the proceedings at any Board meeting.
69. The Chair and Vice Chair shall be the chair and vice-chair at each meeting of Trustees.
70. If at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the Trustees shall choose one of their own number to be chair of the meeting.
71. A Board meeting at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Articles or other regulations of the Company for the time being vested in the Trustees generally.

COMMITTEES

72. The Trustees may delegate any of their powers to committees consisting of such of their number as they think fit, and any committee so formed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Trustees. The Trustees may in their absolute discretion appoint any other person (not being a Trustee) to serve on any such committee PROVIDED ALWAYS that the persons comprising any committee established pursuant to this Article shall include not fewer than one of the Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Trustees so far as is applicable and so far as the same shall not be superseded by any regulations made as aforesaid. All decisions of any such committee shall be reported fully and promptly to the Trustees.
73. All acts done by any meetings of the Trustees or of any committee or by any person acting as one of the Trustees shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be one of the Trustees.
74. The Trustees shall cause proper minutes to be made in books provided for the purpose of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Company and of the Trustees and of committees, and all business transacted at such meetings and any such minutes of any meeting if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated therein.

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75. A resolution of all the Trustees for the time being or of any committee shall be as valid and effective as if it had been passed at a meeting of respectively the Trustees or of such committee duly convened and held and may consist of several documents (including those sent by Electronic Communication) each accurately stating the terms of the resolution and each signed by one or more of the Trustees.

SECRETARY

76. The Secretary may be appointed by the Trustees for such term and at such remuneration as they may think fit, and any Secretary so appointed may be removed by them.

MANAGERIAL OR EXECUTIVE POSITIONS

77. The Board of Trustees may from time to time appoint a chief executive, (and the Chief Executive shall not be a Trustee) for such period and upon such terms as they think fit and, subject to the provisions of any agreement entered into in a particular case, may revoke such appointment. No Trustee may hold any executive office in the Company.
78. The Chief Executive shall receive such remuneration whether by way of salary, commission or otherwise as the Trustees may from time to time determine.
79. The Trustees may entrust to and confer upon the Chief Executive any of the powers exercisable by them upon such terms and conditions and with such restrictions they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time withdraw, alter or vary all or any of such powers.

ALTERNATE TRUSTEES

80. No Trustee shall be entitled at any time to appoint any person to be his/her alternate Trustee.

THE SEAL

81. Without prejudice to the rights of the Company by law to execute documentation without the use of a seal, the Seal of the Company (if any) shall not be affixed to any instrument except by the authority of a resolution of the Trustees and in the presence of either two Trustees or of one of the Trustees and the Secretary or such other persons as maybe authorised by the Board of Trustees and the said Trustee or Trustees and/or the Secretary and/or authorised person (as the case may be) shall sign every instrument to which the Seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

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ACCOUNTS REPORTS AND RETURNS

82. The Trustees shall cause accounting records to be kept of the Company in accordance with the Act.
83. The accounting records of the Company shall be kept at the Registered Office, or subject to the Act, at such other place or places as the Trustees shall think fit and shall always be open to the inspection of the Trustees.
84. The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Company Members not being Trustees and no Company 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 authorised by the Trustees or by ordinary resolution of the Company.
85. The Trustees must prepare for each financial year accounts as required by the Act. 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.
- 86.
- (a) The Board must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.
 - (b) Copies need not be sent to a person for whom the Charity does not have a current address (as defined in the Act).
 - (c) The deadline for sending out the accounts and reports (or summary financial statements) is as follows:
 - (i) the deadline for filing the Charity's accounts and reports with Companies House, as prescribed by the Act; or
 - (ii) if earlier, the date on which the Charity actually files the accounts and reports (or summary financial statements) with Companies House.
87. The Trustees must comply with the provisions of the Charities Act 1993 with regard to:
- (a) the transmission of the statements of accounts to the Company;

- (b) the preparation of an annual report and its transmission to the Charity Commission;
- (c) the preparation of an annual return and its transmission to the Charity Commission;
- (d) notifying the Charity Commission promptly of any other changes in the information the Charity Commission holds on the Company, where this is a requirement.

AUDIT

88. Not less often than once in every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more properly qualified auditors.

DIVIDENDS

89. The Company shall not be entitled to declare or pay dividends.

NOTICE

- 90.
- (a) Any notice to be given to or by any person pursuant to these Articles shall be in Writing or shall be given using Electronic Communication except that a notice calling a Board meeting need not be in Writing PROVIDED ALWAYS that in the case of communication with a Company Member, Electronic Communication is only authorised where the Company Member has provided the Company with an e-mail address and the Company Member has consented to receipt of notice or other communications in this way, where this is a legal requirement. The Company may assume that any e-mail address given to it by a Company Member remains valid unless the Company Member informs the Company that it is not.
 - (b) Any notice to be given under these Articles may be delivered personally or sent by first class post (airmail if overseas) or by Electronic Communication, subject to the proviso in Article 90(a).
 - (c) The address for service of any notice shall be as follows:

In the case of a Company Member or his/her legal personal representative or trustee in bankruptcy	Such Company Member's address as shown in the Company's Register of Company Members
In the case of a Trustee	His/her last known address notified by him/her to the Company for that purpose
In the case of the Company	Its Registered Office

In the case of any other person	To his/her or its last known address
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and the term "address" in relation to Electronic Communications includes any number or address used for the purposes of such communications as notified for the time being to the Company for that purpose.

- (d) Any such notice shall be deemed to have been served and be effective:
- (i) if delivered personally, at the time of delivery;
 - (ii) if posted, on receipt or at expiry of 2 Business Days (or in the case of airmail 4 Business Days) after it was posted, whichever occurs first;
 - (iii) if sent by Electronic Communication it will be treated as properly sent if the Company receives no indication that it has not been received and it will be treated as having been received 24 hours after being properly sent.

For the purposes of this Article, "Business Day" means any day other than a Saturday, Sunday or any day which is a public holiday in the place or places at which the transaction in question is being effected or the notice in question is being effected.

- (e) The Company is only required to provide Association Members with electronic notice and to communicate with Association Members by Electronic Communication.

91. In proving such service it shall be sufficient to prove that personal delivery was made, or that such notice was properly addressed stamped and posted or in the case of Electronic Communication that the Company received no indication that the notice has not been received.

INDEMNITY

92.

(a) To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee or other officer may otherwise be entitled the Company may indemnify every Trustee or other officer out of the assets of the Company against all costs and liabilities incurred by him/her which relate to anything done or omitted or alleged to have been done or omitted by him/her as a Trustee or other officer save that no Trustee may be entitled to be indemnified:

- (i) for any liability incurred by him/her to the Company or any associated company of the Company (as defined by the Act for these purposes);

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- (ii) for any fine imposed in criminal proceedings;
- (iii) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- (iv) for any liability which he/she has incurred in defending any criminal proceedings in which he/she is convicted and such conviction has become final;
- (v) for any liability which he/she has incurred in defending any civil proceedings brought by the Company or an associated company in which a final judgment has been given against him/her; and
- (vi) for any liability which he/she has incurred in connection with any application under the Act in which the court refuses to grant him/her relief and such refusal has become final.

(b) To the extent permitted by law from time to time, the Company may provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by him/her in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him/her as a Trustee or officer, provided that he/she will be obliged to repay such amounts no later than:

- (i) if he/she is convicted in proceedings, the date when the conviction becomes final; or
- (ii) if judgment has been given against him/her in proceedings, the date when the judgment becomes final; or
- (iii) if the court refuses to grant him/her relief on any application under the Companies Act 2006, the date when refusal becomes final.

RULES & STANDING ORDERS

93. The Trustees may from time to time make such reasonable and proper rules, standing orders or bye laws as they may deem necessary or expedient for the proper conduct and governance of the Company which may regulate the following matters but are not restricted to them:

- (a) the conduct of Company Members in relation to one another and to the Company's employees and volunteers;
- (b) the procedure at general meetings and meetings of Trustees in so far as procedure is not regulated by the Act or by these Articles;
- (c) generally all such matters as are commonly the subject matter of company rules;

and provided always that the Company in general meeting has the power to alter, add to or repeal such rules, standing orders or bye laws.

NO DISCRIMINATION

94. In all aspects of the business of the Company there shall be no unlawful discrimination.