

Company number: 2922584
The Companies Act 1985 to 2006
Company limited by guarantee and not having a share capital

MEMORANDUM AND ARTICLES OF ASSOCIATION
UNITED KINGDOM COUNCIL ON DEAFNESS

Incorporated the 25th day of April 1994

Amended at AGM held on 13th December 2011

THE COMPANIES ACTS 1985 to 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF
UNITED KINGDOM COUNCIL ON DEAFNESS

1. The Company's name is "UNITED KINGDOM COUNCIL ON DEAFNESS".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's object is to improve and extend co-operation between member organisations in representing and promoting the interests of deaf, deafened, hard of hearing and deaf-blind children and adults and their families.

In furtherance of the above object but not further or otherwise the Company shall have the following powers:-

- (a) to act as a forum for discussion and the exchange of information, ideas and opinions, particularly insofar as this relates to the Company's object;
- (b) to formulate and promote specific and/or major policies in the field of deafness;
- (c) to initiate, co-ordinate and monitor activities in line with the objectives of the Company;
- (d) to promote, foster and develop initiatives for improved services from the public, private and voluntary sector for deaf, deafened, hard of hearing and deaf-blind children and adults and their families;
- (e) to provide an opportunity for participating organisations to share resources and to work together constructively in areas of common concern;
- (f) subject to such consents as may be required by law, to borrow and raise money for the furtherance of the object of the Company in such manner and on such security as the Company may think fit;
- (g) to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and provided also that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable object;

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- (h) to lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company;
- (i) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable or mercantile instruments;
- (j) to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;
- (k) to invest the moneys of the Company not immediately required for the furtherance of its object in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- (l) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its object;
- (m) subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its object;
- (n) subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the object of the Company;
- (o) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents;
- (p) to make payments towards insurance for any Director, officer or Auditor against any liability as is referred to in Section 310 (1) of the Act in respect of acts properly undertaken in the administration of the Company or so undertaken improperly but under an honest mistake;
- (q) to subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken

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by the Company or any such charitable organisation, institution, society or body;

- (r) to establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further the object of the Company;
- (s) to do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate;
- (t) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company;
- (u) to do all such other lawful things as are necessary for the attainment of the object of the Company.

Provided that: -

- (a) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (c) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its object as set forth in this Memorandum of Association 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 members of the Company, and no member of its Council of Management or Governing Body shall be appointed to any office of

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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 to any member, officer or servant of the Company (not being a member of its Council of Management or Governing Body) for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company or of its Council of Management or Governing Body at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Council of Management or Governing Body or 3 per cent whichever is the greater:
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or Governing Body;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Council of Management or Governing Body may also be a member holding not more than 1/100th part of the capital of that company; and
- (e) to any member of its Council of Management or Governing body of reasonable and proper out-of-pocket expenses

5. The liability of the members is limited.

6. Every member organisation of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while the organisation is a member, or within one year after the organisation ceases to be a member, for payment of the Company's debts and liabilities contracted before the organisation ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7. 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 members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the object of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

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We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

Names and addresses of Subscribers

Austin Charles Reeves Of
592 Kenilworth Road
Balsall Common Coventry
CV7 7DQ

David Stephen Hyslop
Of 21 Queens Avenue
Shirley
Solihull
B90 2NS

Representing the British Deaf Association | Representing the Breakthrough Trust

Dated this 30th day of March 1994

Witness to the above Signatures:-

David Roger Elliot
49 Anchorway Road
Green Lane
Coventry
CV3 6JL

Catherine Mary Hiatt 190A
Wedley Park Road Selly
Oak
Birmingham
B29 SHD

Amendments approved unanimously by the members at the Annual General Meeting held 13th December 2011.

Signed

Brian Archbold, Company Secretary

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THE COMPANIES ACTS 1985 to 2006

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF UNITED
KINGDOM COUNCIL ON DEAFNESS**

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act, 2006, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

"the Executive Committee" means the body responsible for the management and administration of the Company.

"in the proper form" means by notice in writing signed by the chief executive and delivered to the registered office of the Company.

"the seal" means the common seal of the Company.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

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

"the Council" means all the members of the Company for the time being. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification or re-enactment thereof for the time being in force.

OBJECT

2. The Company is established for the object expressed in the Memorandum of Association.

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ADMISSION OF MEMBERS

3. (a) The Subscribers to the Memorandum of Association shall be members of the Company.
- (b) Save as aforesaid, no organisation shall be eligible for admission to membership of the Company, unless it is a charity or a professional organisation working in the field of deafness and is either a body corporate or an unincorporated association which has notified the Company that it is applying for membership of the Company in such form and providing such information as the Executive Committee may resolve upon from time to time.
- (c) The Executive Committee shall decide whether or not to admit to membership of the Company eligible applicants under Article 3(b) and their decisions in that respect shall be final and they shall not be required to give reasons for any refusal.
- (d) Every member of the Company shall sign a written consent to become a member of the Company, or sign the register of members upon becoming a member.
- (e) Members may be represented at meetings of the Company by up to two representatives who shall when both are present at meetings jointly exercise any voting or nominating rights of such ordinary member. The names of the representatives shall be notified to the Secretary at least four weeks prior to each Annual General Meeting of the Company. The member may nominate an alternate representative to fill vacancies arising through the resignation or death of a representative and shall give the Secretary at least four weeks notice prior to a General Meeting of the Company that the member wishes to appoint an alternate representative provided however that if either of the original representatives has been elected a member of the Executive Committee then the alternate representative shall not be qualified to occupy the original representative's place on the Executive Committee and any such vacancy on the Executive Committee shall be filled by an election in accordance with Article 35 below. All notices of meetings and all communications from the Company to a member shall be sent to that member's representatives.

[f] "The Trustees may at any time if they think fit admit persons and/or organisations as "Affiliates". The rights attached to "Affiliates" shall be decided by the Trustees from time to time provided however that "Affiliates" will not be members of the Company for the purposes of company law and will not have any right to vote at general meetings of the Company. The Trustees may set one or more levels of subscription for "Affiliates". The Trustees will be at liberty at any time to cease to offer the class of membership known as "Affiliates".

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RETIREMENT, SUSPENSION AND DISMISSAL OF MEMBERS

4. (a) Unless the members of the Executive Committee or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 58 the members of the Executive Committee may in their absolute discretion permit any member of the Company to retire.
- (b) An organisation may be suspended for good and sufficient reason from participation in the affairs of the Company as member for such period, and upon such terms as to the continuing obligations of membership, as shall be determined by the holders of not less than 80% of the total voting rights of the remaining members. Such suspension and the terms thereof shall be notified to the Company by deposit of a notice in writing signed by or on behalf of such remaining members and shall take effect upon receipt at the registered office of the Company. The Company shall forthwith serve a copy of the notification upon the member concerned.
- (c) An organisation may be dismissed from membership by the holders of not less than 80% of the total voting rights of the remaining members. Such dismissal shall be notified to the Company by deposit of a notice in writing signed by or on behalf of such remaining members, and shall take effect upon receipt at the registered office of the Company. The Company shall forthwith serve a copy of the notification upon the member concerned who shall be given an opportunity to appeal against such dismissal provided that notice of such appeal is received at the registered office of the Company within 21 days of posting by registered or recorded delivery post of the notification of dismissal by the Company to the member concerned. The appeal shall be heard and determined by three members of the Executive Committee and the member concerned may be assisted and represented at the hearing of the appeal by an advisor or legal representative.
- (d) A member of the Company shall automatically cease to be a member if it ceases to comply with the eligibility criteria in Article 3 (b).

GENERAL MEETINGS

5. (a) The Company, The Executive Committee and its officers may in notices and in any and every document issued in relation to the Company refer to any meetings of members of the Company as a "Council Meeting".
- (b) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall

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be held at such time and place as the Executive Committee shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6. The Trustees may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if not less than four members of the Executive Committee or ten members of the Company request it in writing.

NOTICE OF GENERAL MEETINGS

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent, of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business: save as herein otherwise provided ten members present in person or one-tenth of the membership, whichever shall be the greater shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Executive Committee may determine.

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10. The chair, if any, of the Executive Committee shall preside as chair at every General Meeting of the Company, or if there is no such chair, or if the chair shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Executive Committee present shall elect one of their number to be chair of the meeting.

11. If at any meeting no member of the Executive Committee is willing to act as chair or if no member of the Executive Committee is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chair of the meeting.

12. The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

13. 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 or on the declaration of the result of the show of hands) demanded:-

- (a) by the chair; or
- (b) by at least ten members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-quarter of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost 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.

The demand for a poll may be withdrawn.

14. Except as provided in Article 16, if a poll is duly demanded it shall be taken in such manner as the chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

15. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

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16. A poll demanded on the election of a chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chair of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

17. Every member organisation shall have one vote.

18. A representative of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

19. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by the member to the Company have been paid.

20. (a) Any member of the Company entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of the member and any proxy so appointed shall have the same right as the member to speak at the Meeting.

(b) On a poll votes may be given either personally or by proxy.

21. The instrument appointing a proxy shall be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

22. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening 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, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall be treated as valid.

23. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

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"I/We of in the County of being a member/members of the above named Company, hereby appoint of or failing him/her of as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the day of in the year and at any adjournment thereof

Signed this day of in the year "

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

"I/We of in the County of being a member/members of the above named Company, hereby appoint of or failing him/her of as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the day of in the year and at any adjournment thereof

Signed this day of in the year "

This form is to be used *in favour of the resolution. against

Unless otherwise instructed, the proxy will vote as the proxy thinks fit.

25. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

27. Any corporation which is a member of the Company may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representatives at any meeting of the Company, and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation which the persons represent as that corporation could exercise if it were an individual member of the Company.

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EXECUTIVE COMMITTEE OF MANAGEMENT

28. There shall be a maximum number of twelve members of the Executive Committee, and the minimum number of members of the Executive Committee shall be four.

29. The members of the Executive Committee shall be paid all reasonable travelling, hotel and other out-of-pocket expenses properly incurred by them in attending and returning from meetings of the Executive Committee or any committee of the Executive Committee or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

30. The Executive Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable organisation if such activity is directly in furtherance of the object of the Company subject to such consents as may be required by law.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

31. (a) The business of the Company shall be managed by the Executive Committee, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.

(b) In the exercise of the aforesaid powers and in the management of the business of the Company, the members of the Executive Committee shall always be mindful that they are charity trustees within the definition of Section 97(1) of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.

32. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine

33. The Executive Committee shall cause records to be maintained in a suitable format:-

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- (a) of all appointments of officers made by the Executive Committee;
- (b) of the names of the members of the Executive Committee present at each meeting of the Company and of any committee of the Company;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Executive Committee and of committees of the Executive Committee.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

34. The office of member of the Executive Committee shall be vacated if the member:-

- (a) becomes bankrupt or makes any arrangement or composition with the member's creditors generally; or
 - (b) becomes prohibited from being a member of the Executive Committee by reason of any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a member of the Executive Committee; or
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering the members property and affairs; or
 - (d) resigns office by notice in writing to the Company; or
 - (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of that interest in manner required by Section 317 of the Act.
- ... (f) fails to attend three successive meetings of the Executive Committee, except in circumstances that a majority of the remaining members of the Executive Committee agree to.

APPOINTMENT AND REMOVAL OF MEMBERS OF THE EXECUTIVE COMMITTEE

35. (a) At the Annual General Meeting to be held in 1996 all the members of the Executive Committee shall retire. Thereafter the Executive Committee shall consist of the following:

- (i) Up to nine Executive Committee members elected by members of the Company. (ii) Up to three Executive Committee members appointed by the Executive Committee.

35. (b) The following provisions shall override those of subparagraph (a) of this Article:

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- (i) Elections and appointments to the Executive Committee shall (subject to subarticle (vi) hereof) be for periods of three years and are subject to a maximum of two consecutive periods.
- (ii) Reference in this Article to a year or years shall be taken to be the period or periods between consecutive Annual General Meetings.
- (iii) If at any AGM there are fewer than 2 vacancies available for election then the Trustee [or Trustees] with the longest period of continuous service shall stand down, such that at least 2 seats are available for election at each AGM. If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (iv) If at any election specified in this Article there are fewer candidates than the number of vacancies the Executive Committee may fill any vacancies by a co-option and any such co-option shall last until the ensuing Annual General Meeting.
- (v) All elections shall be by secret ballot with each voter (subject to Article 35(a)) having one vote and shall be conducted using a simple 'first past the post' voting system.
- (vi) The procedures for nomination and elections under this Article and for specifying rotation arrangements for elections shall be carried out in accordance with the Articles and subject thereto in accordance with such regulations and conditions as the Executive Committee may from time to time resolve upon.
- (vii) In the event of any vacancy occurring between Annual General meetings then the Executive Committee shall be entitled to fill that vacancy by a co-option and any such co-option shall last until the ensuing Annual General Meeting.
- (viii) Members of the Executive Committee retiring after holding office for two consecutive periods or who are disqualified under Article 34 (f) cannot be a member of the Executive Committee for a period of 3 years following their retirement or disqualification.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

36. The Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the event of a tie the chair shall have a second or casting vote. A member of the Executive Committee may, and the secretary on the requisition of a member of the Executive Committee shall, at any time summon a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of the Executive Committee to any member of the Executive Committee for the time being absent from the United Kingdom.

37. The quorum necessary for the transaction of the business of the Executive Committee may be fixed by the Executive Committee and unless so fixed shall be four or one-third of the number of members of the Executive Committee for the time being whichever shall be the greater number.

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38. The continuing members of the Executive Committee may act notwithstanding any vacancy in their body, provided that, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the Executive Committee, the continuing members or member of the Executive Committee may not act.

39. Disqualification and removal of Executive Committee Members

The office of an Executive Committee member (which phrase includes the Chair) shall be vacated if: -

- (a) he ceases to be an Executive Committee member pursuant to any provision of the Act or he becomes prohibited by law from being an Executive Committee member.
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he resigns his office by signed notice to the Company (but only if at least two Executive Committee members will remain in office when the notice of resignation is to take effect); or
- (d) he is no longer eligible to be an Executive Committee member under Article 35.

40. If at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the members of the Executive Committee present may choose one of their number to be chair of the meeting.

41. Delegation of Executive Committee powers

The Executive Committee shall have powers to establish and to disband such subcommittees as it wishes, to carry out specific tasks or enquiries on its behalf. The proceedings of these sub-committees shall be reported to the Executive Committee in whatever manner and time frame is specified by the Executive Committee.

SECRETARY

42. Subject to any provisions of the Companies Act 2006, the secretary shall be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as the Executive Committee may think fit; and any secretary so appointed may be removed by it: Provided always that no member of the Executive Committee may occupy the salaried position of secretary.

43. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Executive Committee and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Executive Committee and as, or in place of, the secretary.

Amended at AGM held on 13th December 2011

THE SEAL

44. If the Company has a seal the Executive Committee shall provide for its safe custody and it shall only be used by the authority of the Executive Committee or of a committee of the Executive Committee authorised by the Executive Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Executive Committee and shall be countersigned by the secretary or by a second member of the Executive Committee or by some other person appointed by the Executive Committee for the purpose.

ACCOUNTS

45. The Executive Committee shall cause accounting records to be kept in accordance with the provisions of the Act.

46. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of the officers of the Company.

47. The Executive Committee 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 members not being members of the Executive Committee, and no member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Executive Committee or by the Company in General Meeting.

48. The Executive Committee shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.

49. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's, examiner's or accountant's report as appropriate and Executive Committee's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Company and every person entitled to receive notice of General Meetings of the Company.

AUDIT LEXAMINATION

50. Auditors/examiners/accountants shall be appointed as determined by the board of trustees in compliance with the reporting requirements and their duties regulated in accordance with the provisions of the Act.

Amended at AGM held on 13th December 2011

NOTICES

51 [a] A notice may be given by the Company to any member either personally or by sending it by post to the member or to the members registered address, or (if the member has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by the member to the Company for the giving of notice to the member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

51 [b] It shall also be lawful for the Executive Committee to serve notices on member organisations through electronic means, provided that any such member organisation has given its consent to receiving communications in this way. Where notices are issued by electronic means they will be deemed to have been received no later than 24 hours after the time they were issued. For the avoidance of doubt these provisions shall include the distribution of Trustee election material and of the financial reports referred to in Article 49.

52. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- (b) every person being a liquidator or receiver of a member where the member but for its liquidation or receivership would be entitled to receive notice of the meeting;
- (c) the auditors for the time being of the Company; and
- (d) each member of the Executive Committee.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

53. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

54. (a) The Executive Committee may from time to time make such Rules or Bye *Amended at*

AGM held on 13" December 2011

Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:-

- (i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
 - (ii) The conduct of members of the Company in relation to one another, and to the Company's servants.
 - (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
 - (iv) The procedure at general meetings and meetings of the Executive Committee and Committees of the Executive Committee in so far as such procedure is not regulated by these presents.
- (b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Executive Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company.

INDEMNITY

55 [a] Every member of the Executive Committee or officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which the member may sustain or incur in or about the proper execution of the duties of the member's office or otherwise in relation thereto, subject to any limitations in the Companies Act 2006.

55 [b] The members of the Executive Committee shall have power to purchase and maintain for any member of the Executive Committee or officer of the Company insurance against any such liabilities as are defined in 55[a].

Amended at AGM held on 13th December 2011

Names and addresses of Subscribers

Austin Charles Reeves Of
592 Kenilworth Road
Balsall Common Coventry
CV7 7DQ

David Stephen Hyslop
Of 21 Queens Avenue
Shirley
Solihull
B90 2NS

Representing the British Deaf Association | Representing the Breakthrough Trust

Dated this 30th day of March 1994

Witness to the above Signatures:-

David Roger Elliot
49 Anchorway Road
Green Lane
Coventry
CV3 6JL

Catherine Mary Hiatt 190A
Wedley Park Road Selly
Oak
Birmingham
B29 SHD

Amendments approved unanimously by the members at the Annual General Meeting held 13 December 2011.

Signed

Brian Archbold, Company Secretary

Amended at AGM held on 13th December 2011