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THE REGENT (CHRISTCHURCH) LIMITED
CHARITABLE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF

THE REGENT (CHRISTCHURCH) LIMITED

(Adopted by special resolution passed on 18 October 2025)

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1. INTERPRETATION

1.1. In these Articles, unless the context otherwise requires:

Act	: means the Companies Act 2006;
Articles	: means the Charity's Articles of association for the time being in force;
Business Day	: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;
Centre	: means 49 to 51 High Street, Christchurch BH23 1AS or any other property that the Charity owns or occupies from time to time;
Charities Act	: means the Charities Act 2011;
Charity	: means The Regent (Christchurch) Limited, which is a charitable company regulated by the Articles;
Charity Commission	: means the Charity Commission for England and Wales;
Circulation Date	: in relation to a written resolution, has the meaning given to it in the Act;
Clear days	: in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;
Co-Opted Director	: means a Director who is appointed in accordance with Article 19.10.
Connected Person	: means any person falling within one of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or (b) the spouse or civil partner of any person in (a); or (c) any person who carries on business in partnership with a Director or with any person in (a) or (b); or

- (d) an institution which is controlled by either a Director, any person in (a), (b) or (c), or a Director and any person in (a), (b) or (c), taken together;
- (e) a corporate body in which a Director or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this Article;

Director	: means a director of the Charity. The Directors are charity trustees as defined in the Charities Act;
document	: includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form and electronic means	: have the meaning given to such terms in section 1168 of the Act;
Financial Expert	: means a person who is reasonably believed by the Directors to be qualified to give advice on investments by reason of their ability in and practical experience of financial and other matters relating to investments;
Member	: means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;
Member Request	: has the meaning given to it in Article 12;
Model Articles	: means the model Articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229);
Objects	: means the objects of the Charity as stated in Article 2;
Special resolution	: has the meaning given in section 283 of the Act;
Taxable Trading	: carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;
United Kingdom	: means Great Britain and Northern Ireland; and
writing	: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

- 1.2. Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4. A reference in these Articles to an **Article** is a reference to the relevant Article of these Articles unless expressly provided otherwise.

- 1.5. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
- 1.5.1. any subordinate legislation from time to time made under it; and
 - 1.5.2. any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6. Any phrase introduced by the terms including, include, in particular or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7. The Model Articles shall not apply to the Charity.

2. OBJECTS

The Charity's objects are to advance the education of the public by the promotion of the arts in particular but not exclusively by the provision of a theatre and facilities for the presentation of public performances.

3. POWERS

- 3.1. In pursuance of the Objects, but not further or otherwise, the Charity has the power to:
- 3.1.1. authorise and arrange bookings of the Centre;
 - 3.1.2. organise and assist in the provision, by way of booking at the Centre or otherwise, of conferences, courses, exhibitions, lectures and artistic, cultural, educational and other activities, including (by way of illustration): amateur and professional performance and visual arts events such as plays, concerts, recitals, lectures, workshops, craft activities, rehearsals, film shows, summer shows, pantomimes, children's shows, tours, exhibitions and collections, festivals, and also club, social, business and public meetings, conferences and other events;
 - 3.1.3. encourage, enable, manage, organise and assist in the production of amateur, professional educational or creative cultural endeavours;
 - 3.1.4. promote, undertake and commission research, surveys, studies or other work and to disseminate the useful results;
 - 3.1.5. publish and distribute any form of information on any media;
 - 3.1.6. provide or procure the provision of advice;
 - 3.1.7. open and operate bank accounts and other facilities for banking;
 - 3.1.8. accept (or disclaim) any gift of money, legacy or other property;
 - 3.1.9. raise funds, by way of subscription, donation or otherwise;
 - 3.1.10. trade in the course of carrying out the Objects and carry out any other trade which is not expected to give rise to taxable profits;
 - 3.1.11. delegate the management of investments to a Financial Expert overseen by the Directors;

- 3.1.12. arrange for the investments or other property of the Charity to be held in the name of a nominee which is under the control of the Directors or Financial Expert;
- 3.1.13. set aside funds for particular purposes or as reserves against future expenditure;
- 3.1.14. deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a Financial Expert, having regard to the suitability of investments and the need for diversification;
- 3.1.15. sell, lease or otherwise dispose of all or any part of the Charity's real or personal property and any and all rights of the Charity, subject to such consents as may be required by law;
- 3.1.16. buy, lease, hire or otherwise acquire and deal with any real or personal property and any rights or privileges of any kind over or in respect of any real or personal property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;
- 3.1.17. borrow or raise money and to give security for money borrowed or grants or other obligations by mortgage, charge, lien or other security on the Charity's property and assets, subject to such consents as may be required by law;
- 3.1.18. lend and give credit to, take security, and enter into guarantees or give security for the performance of contracts by any person or company;
- 3.1.19. provide and assist in the provision of money, materials or other aid;
- 3.1.20. establish or purchase companies to carry on any trade;
- 3.1.21. co-operate with other bodies and to exchange information and advice with them;
- 3.1.22. enter into partnership or other arrangement with, establish, support, acquire, amalgamate, merge with or undertake all or any of the property, liabilities and engagements of any body with objects similar to any or all of the Objects;
- 3.1.23. act as trustee and to undertake and execute charitable trusts;
- 3.1.24. enter into contracts to provide services to or on behalf of other bodies;
- 3.1.25. subject to Article 4.2:
 - a. employ and remunerate any person or persons as necessary for the proper pursuit of the Objects; and
 - b. make reasonable provision for the payment of pensions for employees and their dependents;
- 3.1.26. take out such insurance policies as are necessary to protect the Charity and provide indemnity insurance for the Directors or any other officer of the Charity in accordance with and subject to the conditions in section 189 of the Charities Act;
- 3.1.27. pay out of the funds of the Charity the costs incurred in connection with the registration of the Charity as a company and as a charity; and

- 3.1.28. do anything lawful which is calculated to further the Objects or is conducive or incidental to doing so.

4. APPLICATION OF INCOME AND PROPERTY

- 4.1. The income and property of the Charity shall only be applied to promote the Objects.
- 4.2. Except as provided below, no part of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Charity. This shall not prevent any payment in good faith by the Charity of:
 - 4.2.1. a benefit to any Member in the capacity of a beneficiary of the Charity;
 - 4.2.2. reasonable and proper remuneration to any Member for any goods or services supplied to the Charity, provided that Article 5 applies if such a Member is a Director;
 - 4.2.3. interest on money lent by a Member to the Charity at a reasonable and proper rate;
 - 4.2.4. reasonable and proper rent for premises demised or let by a Member to the Charity; and
 - 4.2.5. any payment to a Member who is also a Director which is permitted under Article 5.

5. BENEFITS AND PAYMENTS TO DIRECTORS AND CONNECTED PERSONS

- 5.1. A Director:
 - 5.1.1. is entitled to be reimbursed reasonable out-of-pocket expenses properly incurred when acting on behalf of the Charity;
 - 5.1.2. may benefit from trustee indemnity insurance purchased by the Charity in accordance with section 189 of the Charities Act;
 - 5.1.3. may receive payment under an indemnity from the Charity in the circumstances set out in Article 35;
 - 5.1.4. may not receive any other financial benefit or payment from the Charity unless it is authorised by this Article 5.
- 5.2. Unless the benefit or payment is permitted under Article 5.3, no Director (including a Member who is also a Director) or Connected Person may:
 - 5.2.1. buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
 - 5.2.2. sell goods, services, or any interest in land to the Charity;
 - 5.2.3. be employed by, or receive any remuneration from, the Charity; or
 - 5.2.4. receive any other financial benefit from the Charity.
- 5.3. A Director or a Connected Person may:
 - 5.3.1. receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way;

- 5.3.2. enter into a contract for the supply of services or goods (or both) to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act;
 - 5.3.3. receive reasonable and proper rent for premises let to the Charity;
 - 5.3.4. receive interest on money lent to the Charity at a rate per annum not exceeding 2 per cent less than the base lending rate of the Charity's bankers, or 3 per cent, whichever is the greater;
 - 5.3.5. take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public; and
 - 5.3.6. receive or retain any other payment or benefit for which prior written authorisation has been obtained from the Charity Commission.
- 5.4. In Article 5.3, the "Charity" includes any company in which the Charity:
- 5.4.1. holds more than 50% of the shares; or
 - 5.4.2. controls more than 50% of the voting rights attached to the shares; or
 - 5.4.3. has the right to appoint one or more Directors to the company.
- 5.5. A Director's duty under the Act to avoid a conflict of interest with the Charity does not apply to any transaction authorised by this Article 5.

6. WINDING UP

- 6.1. On the winding up or dissolution of the Charity, after provision has been made for all its debts and liabilities, any assets or property that remain (the "**Charity's remaining assets**") shall not be paid or distributed to the Members (except to a Member that is itself a charity and qualifies to benefit under this Article) but shall be applied or transferred:
- 6.1.1. directly for one or more of the Objects;
 - 6.1.2. to any charity or charities for purposes similar to the Objects; or
 - 6.1.3. to any charity or charities for particular purposes falling within the Objects.
- 6.2. The decision on who is to benefit from the Charity's remaining assets, pursuant to Article 6.1, may be made by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Directors at or before the time of winding up or dissolution.
- 6.3. In the event that no resolution is passed by the Members or by the Directors in accordance with this Article, the Charity's remaining assets shall be applied for charitable purposes as directed by the court or the Charity Commission.

7. LIABILITY OF MEMBERS

- 7.1. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:
- 7.1.1. payment of the Charity's debts and liabilities contracted before they cease to be a Member,

7.1.2. payment of the costs, charges and expenses of the winding up, and

7.1.3. adjustment of the rights of the contributories among themselves.

Members

8. MEMBERS

8.1. The Charity shall admit to membership any individual over the age of 18 who:

8.1.1. applies to the Charity using the application process approved by the Directors;
and

8.1.2. is approved by the Directors.

8.2. The Directors may in their absolute discretion accept or decline to accept any application for membership and need not give reasons for doing so.

8.3. Membership is not transferable.

9. REGISTER OF MEMBERS

9.1. The Charity shall maintain a register of Members and any person ceasing to be a Member shall be removed from the register.

9.2. The register of Members must record the rights, obligations and fees detailed in any rules made by the Directors under Article 36.

9.3. Members must promptly notify the Charity in writing of any change to their details as recorded in the register of Members.

10. TERMINATION OF MEMBERSHIP

10.1. A Member shall cease to be a Member if:

10.1.1. the Member dies;

10.1.2. the Member resigns by giving notice to the Charity in writing, unless the resignation would cause there to be fewer than three Members;

10.1.3. any subscription or other sum payable by the Member to the Charity remains unpaid within six months of it falling due and the Charity notifies the Member in writing of the termination of their membership;

10.1.4. the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that the membership is terminated. Such a resolution may not be passed unless:

a. the Member has been given at least 14 clear days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and

b. the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The Directors must consider any representations made by the Member (or the Member's representative) and inform the Member of their decision following such consideration.

There shall be no right of appeal from a decision of the Directors to terminate the membership of a Member.

- 10.2. A Member removed from membership by a resolution under Article 10.1.4 shall remain liable to pay to the Charity any subscription or other sum owed by them and shall not be entitled to a refund of any such subscription or other sum paid by them to the Charity.
- 10.3. Where a Member is a Director, that Member automatically ceases to be a Director upon termination of their membership.

11. ANNUAL GENERAL MEETINGS

- 11.1. The Charity shall hold an annual general meeting each year, with not more than 15 months elapsing between successive annual general meetings.
- 11.2. Each notice calling an annual general meeting shall specify the meeting as such and each annual general meeting shall take place at such time and place as the Directors shall think fit.
- 11.3. The business at an annual general meeting shall include:
 - 11.3.1. the consideration of the accounts, balance sheets, reports of the Directors and auditors;
 - 11.3.2. the retirement, appointment or re-appointment of Directors in accordance with Article 19.1 to Article 19.9;
 - 11.3.3. the appointment of the auditors; and
 - 11.3.4. such other business as may have been specified in the notice calling the meeting.

12. MEMBER REQUESTS

- 12.1. Any Member may make a written request to the Directors asking that a particular matter be included on the agenda for discussion at a general meeting of the Charity ("**Member Request**").
- 12.2. The Member Request must:
 - 12.2.1. include sufficient detail to allow the Directors to verify it is a request from a current Member of the Charity;
 - 12.2.2. set out clearly the subject matter for discussion and the reason why the Member considers it should be discussed at a general meeting of the Charity;
 - 12.2.3. not be longer than 250 words; and
 - 12.2.4. submitted to the Directors no less than 28 clear days before the next general meeting of the Charity.
- 12.3. After giving due and fair consideration to any Member Request received, taking into account their duty to act in the best interests of the Charity and the Charity's Objects, the Directors shall determine in their discretion whether or not to include all, some or none of the matters in the Member Request on the agenda of the next general meeting of the Charity. Reasons why the Directors may decide not to include the Member Request in

the matters for discussion at general meeting of the Charity are at the Directors' discretion but may include that:

- 12.3.1. the Member Request was not received in sufficient time for its inclusion in the agenda for the general meeting or AGM, as the case may be (see Article 13.1);
 - 12.3.2. the Directors consider the matter better dealt with at board level; or
 - 12.3.3. the matter is vexatious, frivolous or vague or has already been raised.
- 12.4. If the Directors decide in accordance with Article 12.3 not to include the matter contained in the Member Request for the next general meeting of the Charity, they shall aim to provide the Member who submitted the Member Request a brief written explanation within 14 days of their decision.
- 12.5. Nothing in this Article 12:
- 12.5.1. shall require the Directors to convene a general meeting of the Charity solely for the purposes of discussion of the Member Request;
 - 12.5.2. limit the rights conferred on Members by sections 303 (as set out in Article 13.5) or 314 of the Companies Act 2006.

13. CALLING OF AND NOTICE OF GENERAL MEETINGS

- 13.1. General meetings, except the annual general meeting, are called on a minimum of 14 clear days' notice. Annual general meetings are called on a minimum of 21 clear days' notice.
- 13.2. The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted at the meeting. It shall also include a statement pursuant to the Act setting out the right of Members to appoint proxies.
- 13.3. The notice shall be given to:
- 13.3.1. each Member;
 - 13.3.2. each Director; and
 - 13.3.3. the auditor for the time being of the Charity.
- 13.4. Proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.
- 13.5. The Directors may call a general meeting of the Charity whenever they think fit. The Members may require the Directors to call a general meeting in accordance with section 303 of the Act, provided that at least 5% of the Members sign a requisition requesting that a general meeting is called.

14. PROCEEDINGS AT GENERAL MEETINGS

- 14.1. The chair of the Directors shall be the chair of the meeting, if the chair of the Directors is not present within 20 minutes of the appointed time for the meeting, the chair shall be (in order of availability) the vice-chair of the Directors, or any Director, or any Member chosen by the Members present at the meeting.

- 14.2. No business shall be transacted at any general meeting unless a quorum is present.
- 14.3. A quorum is 30 Members who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.
- 14.4. If within 30 minutes from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned until such other date, time and place as the Directors shall determine. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, those Members present in person or by proxy and entitled to vote shall be a quorum.
- 14.5. The chair of a general meeting may adjourn such a meeting when a quorum is present, if the meeting consents to an adjournment, and shall adjourn such a meeting if directed to do so by the meeting. The chair shall specify either that the meeting:
 - 14.5.1. is to be adjourned to a particular date, time and place; or
 - 14.5.2. shall be adjourned to a date, time and place to be appointed by the Directors;and shall have regard to any directions as to date, time and place which have been given by the meeting.
- 14.6. If the meeting is adjourned until more than 14 days after the date on which it was adjourned, the Charity shall give at least seven clear days' notice of it to the same persons to whom notice of the Charity's general meetings is required to be given and containing the same information which such notice is required to contain.
- 14.7. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 14.8. The directors may, in their discretion, invite staff, volunteers and other stakeholders to attend general meetings, any such invited person shall have no right to vote or count towards quorum of the meeting.

15. VOTING AT GENERAL MEETINGS

- 15.1. Voting at a general meeting shall be decided by a show of hands unless before the vote is taken on a show of hands, or on the declaration of the result of the show of hands, a poll is demanded.
- 15.2. On a show of hands or on a poll, every Member shall have one vote.
- 15.3. Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.
- 15.4. A poll may be demanded by:
 - 15.4.1. the chair of the meeting;
 - 15.4.2. the Directors;
 - 15.4.3. two or more persons having the right to vote on the resolution; or

- 15.4.4. any person who is appointed as a proxy in accordance with Article 16 on behalf of one or more Member or who is themselves a Member and appointed on as a proxy on behalf of at least one other Member.
- 15.5. A demand for a poll may be withdrawn if:
 - 15.5.1. the poll has not yet been taken, and
 - 15.5.2. the chair of the meeting consents to the withdrawal.
- 15.6. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 15.7. Otherwise, a poll demanded must be taken either immediately or at such time and place as the chair of the meeting directs, provided that it is taken within 30 days after it was demanded. If not taken immediately, either the time and place at which it is to be taken shall be announced at the meeting at which it was demanded or at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 15.8. The poll shall be conducted in such manner as the chair directs and the chair may fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 15.9. If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting.

16. PROXIES

- 16.1. A Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Charity. Proxies may only be validly appointed by a notice in writing in a form approved by the Directors from time to time.
- 16.2. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- 16.3. An appointment under a proxy notice may be revoked by notice in writing. A notice revoking a proxy appointment only takes effect if it is delivered to the Charity before the start of the meeting or adjourned meeting to which it relates.

Directors

17. POWERS OF DIRECTORS

- 17.1. Subject to the provisions of the Act, the Articles and any special resolution, the Directors shall be responsible for the management of the Charity's business and may exercise all the powers of the Charity for that purpose.
- 17.2. No alteration of the Articles or any special resolution shall invalidate any prior act of the Directors.
- 17.3. A meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

18. NUMBER OF DIRECTORS

- 18.1. There shall be at least six and not more than eleven Directors, not more than two of whom may be a Co-Opted Director unless they are co-opted pursuant to Article 18.2, all of whom must:
 - 18.1.1. be Members of the Charity;
 - 18.1.2. meet the eligibility criteria set by the Directors from time to time; and
 - 18.1.3. must not be subject to automatic termination of their office under Article 20.
- 18.2. If the number of Directors falls below six, the remaining Directors may only act to co-opt further Directors as required in accordance with Article 19.10, or circulate a written resolution to the Members and/or call a general meeting.
- 18.3. In any case where, as a result of death, the Charity has no Members and no Directors, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Director.
- 18.4. For the purposes of Article 18.3, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

19. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 19.1. In this Article 19, the term "year" means the period between one annual general meeting and the next.
- 19.2. Subject to Article 19.3, the Charity may by ordinary resolution appoint a person who is willing to act to be a director at annual general meeting of the Charity. Other than for a Co-Opted Director, the usual term of office for a Director is five years, beginning on the date of their appointment at annual general meeting.
- 19.3. Other than a Director retiring under Articles 19.4 or 19.5, no person may be appointed a Director at any general meeting unless that person is recommended by the Directors. The name of the proposed Director must be sent to all those who are entitled to receive notice of the general meeting not less than seven clear days before the date of the meeting.
- 19.4. Each Director shall retire at the next annual general meeting held following the expiry of their term of office.
- 19.5. At every annual general meeting any Director appointed under Article 19.10 since the previous annual general meeting shall retire from office, but may, subject to Articles 19.6 and 19.7, offer themselves for election by the Members.
- 19.6. No Director shall serve for more than a continuous period of five years without a break of at least one year.
- 19.7. No Director shall serve as a Director for more than 10 years. For the purpose of this Article, it does not matter when or how the 10 years have been served.
- 19.8. Articles 19.6 and 19.7 may only be amended by resolution of not less than 90% of the members of the Charity present and voting at general meeting.
- 19.9. If a Director is required to retire at an annual general meeting by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.

- 19.10. The Directors may at any time co-opt any individual who is eligible under Article 18.1 as a Director to fill a vacancy in their number or (subject to the maximum number permitted by Article 18.1) as an additional Director, such a Director being a "Co-Opted Director". A Co-Opted Director holds office only until the next annual general meeting. The period served as a Co-Opted Director shall not count for the purposes of articles 19.6 or 19.7.

20. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 20.1. A Director shall cease to hold office if they:
- 20.1.1. are removed by ordinary resolution of the Charity pursuant to the Act;
 - 20.1.2. cease to be a Director by virtue of any provision in the Act or are prohibited by law from being a Director;
 - 20.1.3. are disqualified from acting as a charity trustee by virtue of the Charities Act;
 - 20.1.4. cease to be a Member of the Charity;
 - 20.1.5. have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;
 - 20.1.6. in the written opinion of a registered medical practitioner who is treating the Director, have become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 20.1.7. resign by written notice to the Charity, provided that at least six Directors will remain in office once the resignation takes effect; or
 - 20.1.8. are absent from all the meetings of the Directors held within a period of three consecutive months, without the permission of the Directors, and the Directors resolve that their office be vacated; or
 - 20.1.9. are removed from office by a resolution of the Directors that it is in the best interests of the Charity that their office be vacated passed at a meeting at which at least half of the Directors are present. Such a resolution must not be passed unless:
 - a. the Director has been given at least 14 clear days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and
 - b. the Director has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Directors must consider any representations made by the Director (or the Director's representative) and inform the Director of their decision following such consideration. There shall be no right of appeal from a decision of the Directors to terminate the Directorship of a Director.

21. PROCEEDINGS OF DIRECTORS

- 21.1. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 21.2. Acts done by a meeting of the Directors or of a committee or by a person acting as a Director shall not be invalidated by the subsequent realisation that:

- 21.2.1. the appointment of any such Director or person acting as a Director was defective; or
- 21.2.2. any or all of them were disqualified; or
- 21.2.3. any or all of them were not entitled to vote on the matter.

22. CALLING A DIRECTORS' MEETING

- 22.1. Any Director may call a meeting of the Directors by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice.
- 22.2. Notice of a meeting of the Directors must be given to each Director, but need not be in writing. The notice must specify:
 - 22.2.1. the time, date and place of the meeting;
 - 22.2.2. the general particulars of the business to be considered at the meeting; and
 - 22.2.3. if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

23. PARTICIPATION IN DIRECTORS' MEETINGS

- 23.1. Any Director may participate in a meeting of the Directors in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.
- 23.2. If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

24. QUORUM FOR DIRECTORS' MEETINGS

- 24.1. The quorum for Directors' is three eligible Directors.
- 24.2. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 24.3. If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to:
 - 24.3.1. appoint further Directors; or
 - 24.3.2. call a general meeting so as to enable the members to appoint further Directors.

25. CHAIRING DIRECTORS' MEETINGS

- 25.1. The Directors shall appoint one of their number as chair of Directors and one of their number as vice-chair of Directors. The Directors may terminate the appointment of a chair or any vice-chair of Directors at any time.
- 25.2. If at any meeting of the Directors neither the chair nor vice-chair of Directors, if any, is participating in the meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair the meeting.

26. DECISION-MAKING BY DIRECTORS

- 26.1. The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 27.
- 26.2. Each Director, subject to Article 29, has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote (unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes).

27. DECISIONS BY DIRECTORS OTHER THAN AT A MEETING

- 27.1. A decision of the Directors may be taken when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- 27.2. The Directors may also make decisions in writing, copies of which have been circulated to each eligible Director and to which at least 70% of the eligible Directors have indicated agreement in writing. Such a decision will be binding from the date at which 70% of the eligible Directors have indicated agreement in writing.
- 27.3. References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- 27.4. A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

28. DELEGATION BY DIRECTORS

- 28.1. The Directors may delegate, on such terms of reference as they think fit, any of their powers or functions to any committee which includes at least two or more Directors. The terms of any delegation to a committee shall be recorded in the minute book.
- 28.2. The Directors may revoke or alter a delegation.
- 28.3. All acts and proceedings of any committee shall be fully and promptly reported to the Directors.

29. CONFLICTS OF INTEREST

- 29.1. A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.
- 29.2. A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including, but not limited to, any personal financial interest).
- 29.3. If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
 - 29.3.1. the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

29.3.2. the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

29.3.3. the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

In this Article 29.3 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

30. SECRETARY

30.1. The Directors may appoint any person who is willing to act as the secretary for such term at such remuneration and on such conditions as the Directors think fit. From time to time the Directors may decide to remove such person and to appoint a replacement.

30.2. A secretary who is also a Director may not be remunerated, otherwise than as permitted by these Articles.

31. MINUTES

31.1. The Directors shall cause the Charity to keep the following records in writing and in permanent form:

31.1.1. minutes of proceedings at general meetings;

31.1.2. minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present at each such meeting;

31.1.3. copies of resolutions and decisions of the Charity and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors; and

31.1.4. particulars of appointments of officers made by the Directors.

32. RECORDS AND ACCOUNTS

32.1. The Directors shall comply with the requirements of the Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

32.1.1. annual reports;

32.1.2. annual returns; and

32.1.3. annual statements of account.

32.2. Accounting records relating to the Charity must be made available for inspection by any Directors at any reasonable time during normal office hours.

32.3. A copy of the Charity's latest available statement of account shall be supplied on request to any Director or Member, or to any other person who makes a written request and pays the Charity's reasonable costs of fulfilling the request, within two months of such request.

33. COMMUNICATIONS

- 33.1. The Charity may deliver a notice or other document to a Member:
- 33.1.1. by delivering it by hand to the address recorded for the Member in the register of Members;
 - 33.1.2. by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address recorded for the Member in the register of Members;
 - 33.1.3. by electronic mail to an address notified by the Member in writing; or
 - 33.1.4. by the website "<https://theregent.co.uk/>" or any other website, the address of which shall be notified to the Member in writing.
- 33.2. This article does not affect provisions in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 33.3. If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
- 33.4. If a notice or document is sent:
- 33.4.1. by post or other delivery service in accordance with Article 33.1.2, it is treated as being delivered:
 - a. 24 hours after it was posted, if first class post was used; or
 - b. 72 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:

 - c. properly addressed; and
 - d. put into the post system or given to delivery agents with postage or delivery paid.
 - 33.4.2. by electronic mail, it is treated as being delivered at the time it was sent;
 - 33.4.3. by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 33.5. For the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day.

34. IRREGULARITIES

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

35. INDEMNITY

- 35.1. Subject to Article 35.2, but without prejudice to any indemnity to which they may otherwise be entitled:
- 35.1.1. every Director or former director of the Charity shall be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity; and
 - 35.1.2. every other officer or former officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity.
- 35.2. This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

36. RULES

- 36.1. The Directors may from time to time establish such rules as they may consider necessary for or conducive to the effective operation of the Charity. In particular, but without prejudice to the generality of the above, such rules may regulate:
- 36.1.1. the admission of Members of the Charity, their rights and privileges and other conditions of membership;
 - 36.1.2. the conduct of Members in relation to one another and to the Charity's employees and volunteers; and
 - 36.1.3. the procedure at general meetings and meetings of the Directors and committees to the extent that such procedure is not regulated by the Act or by the Articles.
- 36.2. The Charity in general meeting may alter, add to or repeal the rules by special resolution.
- 36.3. The rules shall be binding on all Members and no rule shall be inconsistent with or shall affect or repeal anything contained in the Articles.