

**THE COMPANIES ACT 2006**

**Company number: 1828990**

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

**ARTICLES OF ASSOCIATION**

**of the**

**BRITISH ACCREDITATION COUNCIL FOR**

**INDEPENDENT FURTHER AND HIGHER EDUCATION**

**Article 1**

**Name**

1. The name of the company, which is a registered charity, is the **British Accreditation Council for Independent Further and Higher Education**. In this document it is called "BAC".

**Article 2**

**Interpretation**

2. In these articles:

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with BAC;

"Annual Retirement Meeting" has the meaning given in article 21.4;

"the articles" means BAC's articles of association;

"BAC" means the company intended to be regulated by the articles;

"The Charity Commission" means The Charity Commission;

"clear days" in relation to the period of a notice means a 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;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to BAC;

"the Council" means the charity trustees of BAC and "Council member" means any one of them;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"institution" means any provider of further or higher education or training;

"financial expert" means an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;

"member" means a member of BAC for the purposes of the Companies Act 2006;

"the Objects" means the charitable objects of BAC as set out in article 4;

"the seal" means the common seal of BAC;

"secretary" means any person appointed to perform the duties of the secretary of BAC;

"standards" set out BAC's expectations of provision or performance against which institutions which seek accreditation will be inspected and judged; and

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

"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.

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

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on BAC.

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

### **Article 3**

#### **Liability of members**

3. The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of BAC in the event of it being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
  - 3.1 payment of BAC's debts and liabilities incurred before he, she or it ceases to be a member;
  - 3.2 payment of the costs, charges and expenses of winding up; and
  - 3.3 adjustment of the rights of the contributories among themselves.

### **Article 4**

#### **Objects**

4. BAC's objects are to advance education for the benefit of the public by:
  - 4.1 providing a system of accreditation for educational and training institutions in order to promote public confidence in such institutions and their programmes of study; and
  - 4.2 assisting in the improvement and maintenance of the standards of accredited institutions through the offer of advisory and consultancy services principally in the field of further and higher education.

### **Article 5**

#### **Powers**

5. BAC has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, BAC has power:
  - 5.1 to define the eligibility of institutions and bodies to apply for accreditation and to establish the criteria and standards to be observed by institutions and bodies applying for such accreditation;
  - 5.2 to arrange for inspection of institutions and bodies applying for accreditation and to prescribe fees payable therefore;
  - 5.3 to raise funds. In doing so, BAC must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations; this does not preclude BAC from incorporating and acquiring subsidiary companies to carry on any trade for the benefit of BAC;
  - 5.4 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - 5.5 to sell, lease or otherwise dispose of all or any part of the property belonging to BAC. In exercising this power, BAC must comply as appropriate with sections 117 and 122 of the Charities Act 2011;

- 5.6 to borrow money and to charge the whole or any part of the property belonging to BAC as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. BAC must comply as appropriate with sections 124 to 126 of the Charities Act 2011, if it wishes to mortgage land;
- 5.7 to co-operate with other organisations and statutory authorities and to exchange information and advice with them;
- 5.8 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.9 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 5.10 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.11 to employ and remunerate such staff as are necessary for carrying out the work of BAC. BAC may employ or remunerate a Council member only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
- 5.12 to:
  - 5.12.1 deposit or invest funds;
  - 5.12.2 employ a professional fund-manager; and
  - 5.12.3 arrange for the investments or other property of BAC to be held in the name of a nominee;  
  
in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000; and
- 5.13 to provide indemnity insurance for Council members in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

## **Article 6**

### **Application of income and property**

- 6.1 The income and property of BAC shall be applied solely towards the promotion of the Objects. None of the income or property of BAC may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of BAC unless the payment is permitted under this article 6.

### **General provisions**

- 6.2 No Council member or connected person may:

- 6.2.1 buy any goods or services from BAC on terms preferential to those applicable to members of the public;
- 6.2.2 sell goods, services, or any interest in land to BAC;
- 6.2.3 be employed by, or receive any remuneration from, BAC;
- 6.2.4 receive any other financial benefit from BAC unless:
  - (a) the payment is permitted by articles 6.3 or 6.4; or
  - (b) the Council obtains the prior written approval of The Charity Commission and fully comply with any procedures it prescribes.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

#### **Scope and powers permitting trustees' or connected persons' benefits**

- 6.3 A Council member or connected person may:
  - 6.3.1 receive a benefit from BAC in the capacity of a beneficiary of BAC provided that a majority of the Council members do not benefit in this way;
  - 6.3.2 enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to BAC where that is permitted in accordance with, and subject to the conditions in, section 185 and 186 of the Charities Act 2011 and in accordance with the principles specified in article 6.5;
  - 6.3.3 subject to article 6.6, provide BAC with goods that are not supplied in connection with services provided to BAC by the Council member or connected person;
  - 6.3.4 receive interest on money lent to BAC at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Council;
  - 6.3.5 receive rent for premises let by the Council member or connected person to BAC if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Council member concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
  - 6.3.6 arrange for the purchase, out of the funds of BAC, of insurance designed to indemnify the Council members in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act 2011; and
  - 6.3.7 take part in the normal trading and fundraising activities of BAC on the same terms as members of the public.
- 6.4 A Council member may:

- 6.4.1 be reimbursed from the property of BAC or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of BAC;
- 6.4.2 benefit from trustee indemnity insurance cover purchased at BAC's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 6.4.3 receive an indemnity from BAC in the circumstances specified in article 35
- 6.5 Where a Council member or connected person enters into a contract for the supply of services to BAC:
  - 6.5.1 there must be a written agreement between BAC and the Council member or connected person concerned, the Council must be satisfied that payment is no more than is reasonable for the service provided, and that it is in the best interests of BAC for the services to be provided by the Council member or connected person in question for the payment proposed; and
  - 6.5.2 in order to help BAC manage any conflict of interest, the Council member in question may not take part in decisions of the Council about the agreement, and should withdraw from meetings in which the terms of the agreement are discussed, though the Council member can be asked to give information about the service being provided.

**Payment for supply of goods only - controls**

- 6.6 BAC and its Council may only rely upon the authority provided by article 6.3.3 if each of the following conditions is satisfied:
  - 6.6.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
    - (a) BAC; and
    - (b) the Council member or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of BAC.
  - 6.6.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - 6.6.3 the other Council members are satisfied that it is in the best interests of BAC to contract with the supplier rather than with someone who is not a Council member or connected person. In reaching that decision the Council must balance the advantage of contracting with one of its Council members or connected person against the disadvantages of doing so.
  - 6.6.4 the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to BAC.
  - 6.6.5 the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Council members is present at the meeting.

- 6.6.6 the reason for their decision is recorded by the Council in the minute book.
- 6.6.7 a majority of the Council members then in office are not in receipt of remuneration or payments authorised by article 6.3 and 6.4.
- 6.6.8 in articles 6.3, 6.4 and 6.6 "BAC" shall include any company in which BAC:
- (a) holds more than 50% of the shares; or
  - (b) controls more than 50% of the voting rights attached to the shares; or
  - (c) has the right to appoint one or more Council members;
- 6.6.9 in article 6 and article 39 "connected person" means:
- (a) a child, parent, grandchild, grandparent, brother or sister of the Council member;
  - (b) the spouse or civil partner of the Council member or of any person falling within article 6.6.9(a) above;
  - (c) a person carrying on business in partnership with the Council member or with any person falling within paragraph articles 6.6.9(a) and 6.6.9(b) above;
  - (d) an institution which is controlled -
    - (i) by the member or any connected person falling within articles 6.6.9(a), 6.6.9(b) or 6.6.9(c) above; or
    - (ii) by two or more persons falling within subparagraph 6.6.9(d)(i), when taken together
  - (e) a body corporate in which -
    - (i) the Council member or any connected person falling within articles 6.6.9(a), 6.6.9(b) or 6.6.9(c) has a substantial interest; or
    - (ii) two or more persons falling within article 6.6.9(e) who, when taken together, have a substantial interest.
- 6.6.10 paragraphs 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in article 6.6.9.

## **Article 7**

### **Powers of the Council**

- 7.1 The Council shall manage the business of BAC and may exercise all the powers of BAC subject to any restrictions imposed by the Companies Acts, The Charity Commission or these articles.

- 7.2 No alteration of the articles shall have retrospective effect to invalidate any prior act of the Council.
- 7.3 Any meeting of the Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by it.

## **Article 8**

### **Officers**

8. The Council shall appoint three officers at the Annual Retirement Meeting: a Chair, a Deputy Chair and an Honorary Treasurer. These officers will constitute the Standing Committee of Council.

## **Articles 9 to 14**

### **Council member may delegate**

9. Subject to the articles, the Council may delegate any of their powers or functions to any committee.
10. Subject to the articles, the Council may delegate the implementation of their decisions or day to day management of the affairs of BAC to any person or committee.
11. Any delegation by the Council may be:
- 11.1 by such means;
  - 11.2 to such an extent;
  - 11.3 in relation to such matters or territories; and
  - 11.4 on such terms and conditions;
- as they think fit.
12. The Council may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
13. The Council may revoke any delegation in whole or part, or alter its terms and conditions.
14. The Council may by power of attorney or otherwise appoint any person to be the agent of BAC for such purposes and on such conditions as they determine.

## **Articles 15 to 18**

### **Committees**

15. There shall be an Accreditation Committee whose chair shall not be the same individual as the Chair of the Council.



16. There shall be an Audit Committee which:
  - 16.1 shall be chaired by the Honorary Treasurer; and
  - 16.2 may include at least one person with appropriate expertise who is not a Council member.
17. In the case of delegation to committees:
  - 17.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);
  - 17.2 the composition of any committee shall be entirely in the discretion of the Council and may include such of their number (if any) as the resolution may specify;
  - 17.3 the deliberations of any committee must be reported regularly to the Council and any resolution passed or decision taken by any committee must be reported promptly to the Council and every committee must appoint a secretary for that purpose;
  - 17.4 the Council members may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
  - 17.5 no committee shall knowingly incur expenditure or liability on behalf of BAC except where authorised by the Council or in accordance with a budget which has been approved by the Council.
18. The meetings and proceedings of any committee shall be governed by the articles regulating the meetings and proceedings of the Council so far as they apply and are not superseded by any regulations made by the Council.

## **Article 19**

### **Delegation of investment management**

19. The Council may delegate the management of investments to a financial expert or financial experts provided that:
  - 19.1 the investment policy is set down in Writing for the financial expert or financial experts by the Council;
  - 19.2 timely reports of all transactions are provided to the Council;
  - 19.3 the performance of the investments is reviewed regularly with the Council;
  - 19.4 the Council are entitled to cancel the delegation arrangement at any time;
  - 19.5 the investment policy and the delegation arrangements are reviewed regularly;
  - 19.6 all payments due to the financial expert or financial experts are on a scale or at a level which is agreed in advance and are notified promptly to the Council on receipt; and

19.7 the financial expert or financial experts must not do anything outside the powers of the Council.

## **Article 20**

### **Council members**

20.1 A Council member must be a natural person aged 18 years or older.

20.2 No one may be appointed a Council member if he or she would be disqualified from acting under the provisions of article 22.

20.3 There shall be at least eight but not more than twelve Council members.

20.4 One Council member shall be an international Council member being either a foreign national with relevant international experience resident in the UK, or a UK national with relevant international experience resident outside the UK, or a foreign national with relevant experience resident outside the UK.

20.5 One Council member shall be an individual who is registered as a student at a further or higher educational or training institution.

20.6 A Council member may not appoint an alternate or anyone to act on his or her behalf at meetings of the Council.

## **Article 21**

### **Appointment and Retirement of Council members**

21.1 Any person who is willing to act as a Council member, and eligible to act under the provisions of article 20, may be appointed to be a Council member by a decision of the Council members.

21.2 The appointment of a Council member must not cause the number of members to exceed any number fixed as the maximum number of Council members under Article 20.3.

21.3 Subject to any transitional provisions agreed by the members on the adoption of these articles, each Council member shall retire from office at the third Annual Retirement Meeting following the commencement of his or her term of office. The retirement takes effect at the conclusion of the meeting.

21.4 The Annual Retirement Meeting shall be the meeting of the Council members at which the accounts of BAC are adopted.

21.5 Retiring Council members may be reappointed by a decision of the Council members for a second term of three years and, in exceptional circumstances, for further terms of such number of years as the Council members may determine.

- 21.6 If the retirement of a Council member under article 21.3 causes the number of Council members to fall below that set out in article 20.3 then the retiring Council member shall remain in office until a new appointment is made.

## **Article 22**

### **Disqualification and removal of members of the Council**

22. A Council member shall cease to hold office if he or she:
- 22.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director by law;
  - 22.2 is disqualified under the Charities Act 2011 (or any statutory re-enactment or modification of that provision) from acting as a trustee of a charity;
  - 22.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - 22.4 notification is received by BAC from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least eight Council members will remain in office when such resignation has taken effect);
  - 22.5 is absent without the permission of the Council from all their meetings held within a period of six consecutive months and the Council resolve that his or her office be vacated; or
  - 22.6 ceases to be a member of BAC.

## **Article 23**

### **Remuneration of members of the Council**

23. A Council member must not be paid any remuneration unless it is authorised by article 6.

## **Articles 24**

### **Proceedings of meetings of the Council**

- 24.1 The Council may regulate its proceedings as it thinks fit, subject to the provisions of the articles.
- 24.2 Any Council member may request that a meeting of the Council be called.
- 24.3 The secretary (if any) must call a meeting of the Council if requested to do so by three or more Council members.
- 24.4 The Chair, if any, or in his or her absence another Council member nominated by the Council members present shall preside as chair of each meeting of the Council.

- 24.5 Questions arising at a meeting shall be decided by a majority of votes.
- 24.6 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 24.7 A meeting may be held by suitable electronic means agreed by the members in which each participant may communicate with all the other participants.
- 24.8 No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is made. The term 'present' includes being present by suitable electronic means agreed by the members in which a participant or participants may communicate with all the other participants.
- 24.9 The quorum for meetings of the Council shall be five or the number nearest to one-third of the total number of members of the Council, whichever is the greater, or such larger number as may be decided from time to time by the Council.
- 24.10 A Council member shall not be counted in the quorum present when any decision is made about a matter upon which that member is not entitled to vote.
- 24.11 If the number of members is less than the number fixed as the quorum, the continuing Council members or Council member must not take any decision other than a decision to appoint further Council members.

## **Article 25**

### **Declaration of Council members' interests**

25. A Council member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with BAC or in any transaction or arrangement entered into by BAC which has not previously been declared. A Council member must absent himself or herself from any discussions of the Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of BAC and any personal interest (including but not limited to any personal financial interest).

## **Article 26**

### **Conflicts of interests**

- 26.1 If a conflict of interests arises for a Council member 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 Council members may authorise such a conflict of interests where the following conditions apply.
- 26.1.1 the conflicted Council member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

- 26.1.2 the conflicted Council member does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and
- 26.1.3 the unconflicted Council members consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- 26.2 In this article 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 trustee or to a connected person.

## **Article 27**

### **Validity of Council decisions**

- 27.1 Subject to article 27.2, all acts done by a meeting of the Council, or of a committee of the Council, shall be valid notwithstanding the participation in any vote of a Council member:
- 27.1.1 who was disqualified from holding office;
- 27.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
- 27.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- 27.1.4 the vote of that Council member; and
- 27.1.5 that Council member being counted in the quorum;
- the decision has been made by a majority of the Council members present at a quorate meeting.
- 27.2 Article 27.1 does not permit a Council member or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Council if, but for article 27.1, the resolution would have been void, or if the Council member has not complied with article 26.

## **Article 28**

### **Council members as members**

- 28.1 The Council members from time to time shall be the only members of BAC.
- 28.2 A Council member shall become a member on becoming a member of Council. All new Council members are treated as having agreed to become members of BAC.
- 28.3 The names of the members of BAC must be entered in the register of members.
- 28.4 A member shall cease to be a member if he or she ceases to be a member of Council.

28.5 Membership is not transferable and shall cease on death.

## **Article 29**

### **Decision-making by members**

29.1 The Council members may call a general meeting of the members at any time.

29.2 Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.

29.3 The members may pass written resolutions in accordance with the Companies Acts.

## **Article 30**

### **Seal**

30. If BAC has a seal it must only be used by the authority of the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Council member and by the secretary (if any) or by a second Council member.

## **Article 31**

### **Minutes**

31. The Council must keep minutes of all:

31.1 appointments of officers made by it;

31.2 proceedings at meetings of the Council and its committees including:

31.2.1 the names of the Council members present at the meeting;

31.2.2 the decisions made at the meetings; and

31.2.3 where appropriate the reasons for the decisions.

## **Article 32**

### **Accounts**

32.1 The Honorary Treasurer must prepare for each financial year such accounts as required by the Companies Acts and The Charity Commission. 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.

32.2 The Council must keep accounting records as required by the Companies Acts and The Charity Commission.

- 32.3 The Honorary Treasurer will present to the Council a budget for the forthcoming financial year which will be considered for approval at a meeting of the Council before the start of that financial year.

### **Article 33**

#### **Annual Report and Return and Register of Charities**

- 33.1 The Council must comply with the requirements of the Charities Act 2011 with regard to the:
- 33.1.1 transmission of a copy of the statements of account to The Charity Commission;
  - 33.1.2 preparation of an Annual Report and the transmission of a copy of it to The Charity Commission;
  - 33.1.3 preparation of an Annual Return and its transmission to The Charity Commission.
- 33.2 The Council must notify The Charity Commission promptly of any changes to BAC's entry on the Register of Charities.

### **Articles 34**

#### **Means of communication to be used**

- 34.1 Subject to the articles, anything sent or supplied by or to BAC under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to BAC.
- 34.2 Subject to the articles, any notice or document to be sent or supplied to a Council member in connection with the taking of decisions by the Council may also be sent or supplied by the means by which that Council member has asked to be sent or supplied with such notices or documents for the time being.
- 34.3 Any notice to be given to or by any person pursuant to the articles:
- 34.3.1 must be in writing; or
  - 34.3.2 must be given in electronic form.
- 34.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 34.5 Proof that an electronic form of notice was given shall be conclusive where BAC can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 34.6 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 34.6.1 48 hours after the envelope containing it was posted; or
  - 34.6.2 in the case of an electronic form of communication, 48 hours after it was sent.

## **Article 35**

### **Indemnity**

- 35.1 BAC shall indemnify any Council member against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 35.2 In this article a "Council member" means any present or former Council member or any member of the former Executive Committee of the BAC.

## **Article 36**

### **Rules or Bye Laws**

- 36.1 The Council may from time to time make such reasonable and proper rules or bye laws as it may deem necessary or expedient for the proper conduct and management of BAC.
- 36.2 The rules or bye laws may regulate the following matters but are not restricted to them:
- 36.2.1 the admission of Council members and the rights and privileges of such Council members;
- 36.2.2 the responsibilities of BAC's officers;
- 36.2.3 the conduct of Council members in relation to one another, and to BAC's employees and volunteers;
- 36.2.4 the setting aside of the whole or any part or parts of BAC's premises at any particular time or times or for any particular purpose or purposes;
- 36.2.5 the procedure at meetings of the Council in so far as such procedure is not regulated by the Companies Acts or by the articles;
- 36.2.6 generally, all such matters as are commonly the subject matter of company rules.
- 36.3 The Council has the power to alter, add to or repeal the rules or bye laws.
- 36.4 The rules or bye laws shall be binding on all members of the Council. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

## **Article 37**

### **Amendment to the articles**

- 37.1 These articles may be amended by the members of BAC.
- 37.2 Where a 'regulated alteration' to the Articles (as defined by The Charity Commission) is proposed, the Commission's prior written consent in Writing is required in addition to the approval of the Council.

## **Article 38**



## **Dissolution**

- 38.1 The members of BAC may at any time before, and in expectation of, its dissolution resolve that any net assets of BAC after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of BAC be applied or transferred in any of the following ways:
- 38.1.1 directly for the Objects; or
  - 38.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
  - 38.1.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 38.2 Subject to any such resolution of the members of BAC, the Council members of BAC may at any time before and in expectation of its dissolution resolve that any net assets of BAC after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of BAC be applied or transferred:
- 38.2.1 directly for the Objects; or
  - 38.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
  - 38.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 38.3 In no circumstances shall the net assets of BAC be paid to or distributed among the members of BAC and if no resolution in accordance with article 38.1 is passed by the Council the net assets of BAC shall be applied for charitable purposes as directed by the Court or The Charity Commission.