

Companies Act 2006
Private Company Limited by Guarantee
Articles of
Community Rail Lancashire Ltd

Interpretations

1. In these Articles:

“**Address**” means a postal address or, for the purposes of electronic communication, a fax number, email address or telephone number for receiving text messages;

“**Articles**” means the Company’s articles of association;

“**Companies Acts**” or “**the Act**” means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Company;

“**Document**” includes, unless otherwise stated, any document sent or supplied in electronic form;

“**Electronic means**” has the meaning given in section 1168 of the Companies Act 2006;

“**The Management Committee**” means all those persons appointed to perform the duties of directors of the Company;

“**Management Committee member**” or “**member of the Management Committee**” means a director of the Company and includes any Person occupying the position of director, by whatever name called;

“**Member**” has the meaning given in section 112 of the Companies Act 2006 and as detailed under ‘Membership’ in these Articles;

“**Person**” means, unless the context requires otherwise, a natural person, unincorporated body, firm, partnership, corporate body or a representative of an unincorporated body, firm, partnership or corporate body;

“**Secretary**” means any Person appointed to perform the duties of the Secretary of the Company;

“**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.

2. Unless the context requires otherwise, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company. Schedule 1 to the Companies (Model Articles) Regulations 2008 shall apply to the Company, save where amended or replaced by these Articles. In the case of any variation or inconsistency between these Articles and the model articles, these Articles shall prevail.

OBJECTS

3. The objects of the Company shall be specifically restricted to:

- (a) act as an umbrella body for the four Lancashire Community Rail Partnerships (CRPs) namely the Clitheroe Line CRP, the East Lancashire CRP, the South Fylde Line CRP and the West of Lancashire CRP or their successor bodies in name and title;
 - (b) co-operate and/or work with adjoining CRPs and station partnerships;
 - (c) become a delivery agent for regional and national rail projects;
 - (d) promote the development of the Lancashire community rail lines for the benefit of local residents, businesses and visitors, through a partnership approach;
 - (e) engage with a variety of organisations including, but not exclusively, Network Rail, the Train Operating Company, Rail North, (or their successor bodies in name and title), local government, local enterprise partnerships (LEPs), local chambers of trade, the voluntary sector and local charitable trusts, local tourism bodies and rail user groups to promote the development of community rail in Lancashire;
 - (f) promote the development of, and investment in, the stations and train services, including the information provided to the public, on routes covered by the Company and in particular to develop stations as community hubs;
 - (g) promote the formation and development of station partnerships;
 - (h) expand the programme of school engagement and social outreach especially with disadvantaged communities;
 - (i) encourage regeneration, sustainable development; and accessibility in the communities served by the Company;
 - (j) promote integrated transport links; and
 - (k) carry out any other activity in furtherance of, or ancillary to, the objects of the Company.
4. In carrying out its objects, the Company shall promote equality of opportunity and oppose any form of discrimination on grounds of race, ethnic origin, gender, sexual orientation, age, disability or religion.

POWERS

5. To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, may borrow or raise funds for any purpose.

INCOME AND PROPERTY

6. The Company is not established or conducted for private gain and any profits of the Company shall be applied to creating a general reserve for the continuation and development of the Company.
7. The Company's income and property shall be applied solely to the promotion of the objects of the Company and no portion shall be paid or transferred directly or indirectly to

any Member of the Company, provided that nothing shall prevent any payment in good faith by the Company:

- (a) Of reasonable and proper remuneration to any Member or Management Committee member or any other Person instructed, directly or indirectly, by the Management Committee to provide services to the Company in return for any service rendered to the Company;
- (b) Of interest on money lent by any Member of the Company at a rate per annum not exceeding 2% above the base rate of The Bank of England for the time being;
- (c) Of reasonable and proper rent for premises demised or let by any Member of the Company;
- (d) Of any reasonable expenses which a Member or Management Committee member or any person instructed, directly or indirectly, by the Management Committee member has properly incurred whilst acting on behalf of the Company under such instructions.

MEMBERS

- 8. The first Members of the Company will be the subscribers to the Memorandum of Association of the Company.
- 9. An unincorporated body, firm, partnership or corporate body which is a Member shall, by resolution of its governing body, appoint a representative who has attained the age of 16. The representative may, during the continuance of her/his appointment, be entitled to exercise all such rights and powers as the unincorporated body, firm, partnership or corporate body would exercise if it were a natural person. Each Member organisation shall supply written notification to the Company of its choice of representative.

Applications for Membership

- 10. No natural person shall be admitted into membership of the Company unless they have attained the age of 16. All those wishing to become a Member must support the aims of the Company and applications for membership shall be in a form approved by the Management Committee and the Management Committee shall approve each application.

Member Commitment

- 11. All Members agree to attend General Meetings and take an interest in the operation and development of the Company and its business. Members have a duty to respect the confidential nature of the business decisions of the Company.

Termination of Membership

- 12. A Member shall cease to be a Member of the Company immediately that the Person:
 - (a) Ceases to meet the criteria for membership; or
 - (b) Resigns in Writing to the Secretary; or

- (c) Is expelled from membership in accordance with these Articles; or
- (d) Dies, or in the opinion of the Management Committee is unable to carry out their duties, is wound up or goes into liquidation.

Removal of a Member

13. A Member may be expelled from membership by a resolution of the Company stating that it is in the best interests of the Company that the Person's membership is terminated. A resolution to remove a Member from membership may only be passed if:
- (a) The Member has been given at least 21 days' notice in Writing of the general meeting at which the resolution to expel them will be proposed and the reasons why it is to be proposed; and
 - (b) The Member or, at the option of the Member, an individual who is there to represent them (who need not be a Member of the Company) has been allowed to make representations to the general meeting.

GENERAL MEETINGS

14. The Company shall in each calendar year hold a general meeting of the Members as its Annual General Meeting and shall specify the meeting as such in the notices calling it. The first Annual General Meeting shall be held within 18 months of incorporation. Every Annual General Meeting except the first shall be held not more than 15 months after the previous Annual General Meeting.
15. The business of an Annual General Meeting shall comprise, where appropriate:
- (a) Consideration of accounts and balance sheets;
 - (b) Consideration of Management Committee's and Auditor's reports;
 - (c) Elections to replace retiring Management Committee members;
 - (d) Election of Officers;
 - (e) Appointment and remuneration of the auditor (or their equivalent);
 - (f) Any other business.

Calling a General Meeting

16. The Management Committee may convene a general meeting or, in accordance with the Companies Acts, 10% of the membership may, in Writing, require the Management Committee to call a general meeting.

Notices

17. All general meetings shall be convened with at least 14 clear days' notice but may be held at shorter notice if so agreed in Writing by a majority of Members together holding not less than 90% of the total voting rights of the Company.

18. All notices shall specify the date, time and place of the meeting along with the general nature of business to be conducted and any proposed resolutions. The notice must also contain a statement setting out the right of each Member to appoint a proxy.
19. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any Person entitled to receive notice shall not invalidate proceedings at that meeting.

Proxies

20. A Member who is absent from a general meeting may appoint any Person to act as their proxy.
21. Proxies may only validly be appointed by a notice in Writing which:
 - (a) States the name and address of the Member appointing the proxy;
 - (b) Identifies the Person appointed to be that Member's proxy and the general meeting in relation to which that Person is appointed;
 - (c) Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Management Committee may determine; and
 - (d) Is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
22. The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
23. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more of the resolutions, otherwise the proxy notice shall be treated as allowing the Person appointed the discretion as how to vote on any matter.
24. A Person who is entitled to attend, speak or vote (either on a show of hands or a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of the general meeting to which it relates.
25. An appointment using a proxy notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the Person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or the adjourned meeting to which it relates.
26. If a proxy notice is not signed by the Person appointing the proxy, it must be accompanied by written evidence that the Person signing it has the authority to execute it on the appointor's behalf.

Quorum

27. No business shall be transacted at a general meeting unless a quorum of Members is present, either in person or represented by proxy. Unless amended by special resolution of the Company a quorum shall be one-half of the Membership subject to a minimum of two Persons.

Chairing General Meetings

28. The chairperson appointed to facilitate meetings of the Management Committee shall also facilitate general meetings. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the vice-chairperson shall preside, but if s/he is unwilling is absent or unwilling to act the Members present shall choose one of their number to be the chairperson for that meeting.

Attendance and Speaking at General Meetings

29. A Member is able to exercise the right to speak at a general meeting and is deemed to be in attendance when that Person is in a position to communicate to all those attending the meeting. The Management Committee may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it including by electronic means. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending are in the same place as each other.
30. The chairperson of the meeting may permit other Persons who are not Members of the Company to attend and speak at general meetings, without granting any voting rights.

Adjournment

31. If a quorum is not present within half an hour of the time the general meeting was due to commence, or if during a meeting a quorum ceases to be present, the chairperson must adjourn the meeting. If within half an hour of the time the adjourned meeting was due to commence a quorum is not present, the Members present shall constitute a quorum.
32. The chairperson of a general meeting may adjourn the meeting whilst a quorum is present if:
 - (a) The meeting consents to that adjournment; or
 - (b) It appears to the chairperson that an adjournment is necessary to protect the safety of any Persons attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
33. The chairperson must adjourn the meeting if directed to do so by the meeting.
34. When adjourning a meeting the chairperson must specify the date, time and place to which it will stand adjourned or that the meeting is to continue at a date, time and place to be fixed by the Management Committee.
35. If the meeting is adjourned for 14 days or more, at least 7 clear days' notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting.
36. No business shall be transacted at an adjourned meeting other than business which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting

37. Each Member shall have one vote on any question to be decided in general meeting.
38. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.
39. In the case of an equality of votes, whether on a show of hands or a poll, the chairperson shall not have a second or casting vote and the resolution shall be deemed to have been lost.

Poll Votes

40. A poll on a resolution may be demanded:
 - (a) In advance of the general meeting where the matter is to be put to the vote; or
 - (b) At a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
41. A poll may be demanded by:
 - (a) The chairperson of the meeting;
 - (b) The Management Committee;
 - (c) Two or more Persons having the right to vote on a resolution.
42. A demand for a poll may be withdrawn if the poll has not yet been taken and the chairperson consents to the withdrawal.
43. Polls must be taken immediately and in such manner as the chairperson of the meeting directs, provided that each Member shall have only one vote.

Resolutions

44. Decisions at general meetings shall be made by passing resolutions:
 - (a) The following decisions must be made by special resolution:
 - (i) Decisions involving an alteration to the Articles of the Company;
 - (ii) Decisions to expel Members;
 - (iii) The decision to wind up the Company;
 - (iv) Other decisions which are required so by statute.
 - (b) All other decisions shall be made by ordinary resolution.
45. A special resolution is one passed by a majority of not less than 75% of votes cast at a general meeting and an ordinary resolution is one passed by a simple majority (51%) of votes cast.
46. Resolutions may be passed at general meetings or by written resolution.

47. A written resolution passed by Members shall be effective if it has been passed in accordance with the requirements of the Act which includes sending a copy of the proposed resolution to every Member. Written resolutions may comprise several copies to which one or more Members have signified their agreement.
48. A written resolution shall be deemed to have been passed if, within 28 days of the written resolution's circulation date:
 - (a) Written approval has been received from at least 75% of the Members where the resolution is a special resolution;
 - (b) Written approval has been received from at least 51% of the Members where the resolution is an ordinary resolution.
49. In accordance with the Companies Acts, resolutions to remove a member of the Management Committee or Auditor (or their equivalent) of the Company before the end of his/her period of office shall not be passed by written resolution.

MANAGEMENT COMMITTEE

50. The Company shall have a Management Committee comprising not less than three and not more than twelve persons.
51. Those persons notified to the Registrar of Companies on incorporation and such others as they may determine in writing shall be the initial Management Committee of the Company from incorporation until the first annual general meeting.
52. Only Persons who are aged 16 years or more may serve on the Management Committee.
53. The composition of the Management Committee shall be as follows:
 - (a) Up to nine persons elected by and from the Company's Members;
 - (b) Up to three persons appointed to the Management Committee by co-option. Such persons are to be selected by the Management Committee for their particular skills and/or experience.

Co-option

54. The Management Committee may at any time fill a casual vacancy on the Management Committee by co-option. Such co-opted individuals need not be Members of the Company and will hold office only until the next Annual General Meeting.
55. Any appointment to the Management Committee shall be conducted in accordance with such procedures as may be specified by the Management Committee.

Retirement Cycle

56. At the first Annual General Meeting all Management Committee members shall stand down. At every subsequent Annual General Meeting one-third of the Management Committee, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The persons to retire shall be those who have been

longest in office since their last election. Where Management Committee members have held office for the same amount of time the persons to retire shall be decided by lot. A retiring Management Committee member shall be eligible for re-election.

57. Those persons co-opted to fill a casual vacancy shall retire at the Annual General Meeting following their appointment but shall be eligible for further co-option, subject to the discretion of the Management Committee.

Powers and Duties of the Management Committee

58. The Management Committee is responsible for the management of the Company's business and, subject to these Articles and directions given by special resolution, they may exercise all the powers of a Company for this purpose. No such special resolution invalidates anything which the Management Committee has done before the passing of the special resolution.
59. All decisions made by a meeting of the Management Committee or by any person acting as a Management Committee member shall remain valid even if it is later discovered that there was some defect in his/her appointment or that the individual had previously been disqualified from acting as a director of a company.

Delegation

60. Subject to these Articles, the Management Committee may delegate any of the powers which are conferred on them under these Articles to any Person or committee consisting of Members of the Company, by such means, to such an extent, in relation to such matters and on such terms and conditions as they think fit.
61. The Management Committee may specify that any such delegation may authorise further delegation of the powers by any Person to whom they are delegated.
62. The Management Committee may revoke any delegation in whole or in part or alter any terms and conditions.

Sub-Committees

63. A sub-committee to which the Management Committee delegate any of their powers must conform to any regulations imposed on it by the Management Committee and the provisions of these Articles. Such regulations imposed by the Management Committee will prevail over the provisions in these Articles where they are inconsistent.
64. All acts and proceedings of any sub-committee must be fully and promptly reported to the Management Committee.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

Calling a Meeting of the Management Committee

65. Any member of the Management Committee may, and the Secretary on the requisition of a Management Committee member shall, call a meeting of the Management Committee by giving reasonable notice of the meeting to all members of the Management Committee. Notice of any meeting of the Management Committee must indicate the date, time and place of the meeting and, if the Management Committee members

participating in the meeting will not be in the same place, how they will communicate with each other.

Proceedings of a Meeting of the Management Committee

66. The Management Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
67. A Management Committee member is able to exercise the right to speak at a meeting of the Management Committee and is deemed to be in attendance when that Person is in a position to communicate to all those attending the meeting. The Management Committees may make whatever arrangements they consider appropriate to enable those attending a meeting of the Management Committee to exercise their rights to speak or vote at it including by electronic means. In determining attendance at a meeting of the Management Committee, it is immaterial whether any two or more Management Committee members attending are in the same place as each other.
68. Questions arising at any meetings shall be decided by a majority of votes.
69. In the case of an equality of votes, the chairperson shall have a second or casting vote.
70. A written resolution, circulated to all members of the Management Committee and signed by a simple majority (51%) of Management Committee members, shall be valid and effective as if it had been passed at a Management Committee meeting duly convened and held. A written resolution may consist of several identical Documents signed by one or more Management Committee members.
71. The Management Committee may, at its discretion, invite other Persons to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count toward the quorum.
72. The Management Committee must ensure that the Company keeps a record, in Writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Management Committee.

Quorum

73. The quorum for meetings of the Management Committee may be fixed from time to time by a decision of the Management Committee, but it must never be less than two, and unless otherwise fixed it is two.
74. If at any time the total number of Management Committee members in office is less than the quorum required, the Management Committee must not take any decisions other than to appoint further members of the Management Committee or to call a general meeting so as to enable the Members to appoint further Management Committee members.

Chairperson

75. The chairperson shall facilitate all meetings of the Management Committee. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the vice-chairperson shall preside, but if s/he is absent or unwilling to act, the members of the Management Committee present shall choose one of their number to be the chairperson

for that meeting. The chairperson elected to facilitate meetings of the Management Committee shall also facilitate general meetings.

Honorary Officers

76. The Members present at the Annual General Meeting shall elect from those persons appointed to the Management Committee such Honorary Officers, which shall include a chairperson, vice-chairperson, and treasurer as they think fit. Honorary Officers shall serve for a period of one year after which they must stand down but shall be eligible for re-election to the same or any other officer position providing s/he retains their place on the Management Committee.

Declaration of Interest

77. Whenever a member of the Management Committee has a personal, financial or material interest, whether directly or indirectly, in a matter to be discussed at a meeting and whenever a Management Committee member has an interest in another unincorporated body, firm, partnership or corporate body whose interests are reasonably likely to conflict with those of the Company in relation to a matter to be discussed at a meeting, notwithstanding matters relating to the terms of business of the Company, s/he must;
- (a) Declare the nature and extent of the interest before the discussion begins on the matter;
 - (b) Withdraw from that part of the meeting unless expressly invited by the chairperson of the meeting to remain;
 - (c) Not be counted in the quorum for that part of the meeting;
 - (d) Withdraw during the vote and have no vote on the matter.
78. Subject to anything to the contrary in these Articles:
- (a) In accordance with (but subject to) the Companies Acts, the Management Committee may give authorisation in respect of a situation in which a Management Committee member has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company; and
 - (b) In authorising a situation the Management Committee may decide, whether at the time of giving the authorisation or subsequently, that if the conflicted Management Committee member has obtained any information through her/his involvement in the situation otherwise than as a member of the Management Committee and in respect of which s/he owes a duty of confidentiality to another person, the Management Committee member is under no obligation to:
 - (i) Disclose that information to the Company; and/or
 - (ii) Use that information for the benefit of the Company;

where to do so would amount to a breach of confidence.

Termination of Appointment

79. A person ceases to be a member of the Management Committee as soon as:
- (a) Where the person has been co-opted to the Management Committee for their particular skills and/or experience, that person is removed from office by a resolution of the Management Committee;
 - (b) Where the person is the representative of an organisation the organisation removes their endorsement of that representative;
 - (c) Where the person is the representative of an organisation that organisation ceases to exist;
 - (d) That person resigns from office in writing to the Company, and such resignation has taken effect in accordance with its terms;
 - (e) That person is removed from office by a resolution of the Company in general meeting in accordance with these Articles and the Companies Acts;
 - (f) That person is absent from 3 meetings of the Management Committee during a continuous period of 12 months without special leave of absence granted by the Management Committee and the Management Committee passes a resolution that s/he has by reason of such absence been vacated office;
 - (g) That person ceases to be a member of the Management Committee by virtue of any provision of the Companies Acts or is prohibited from being a director of company by law;
 - (h) That person fails to declare their interest in any contract referred to in these Articles;
 - (i) A bankruptcy order is made against that natural person;
 - (j) The Company has received a written opinion from a registered medical practitioner treating that person, that the person being treated has become physically or mentally incapable of acting as a director of a Company.

Removal from the Management Committee

80. A member of the Management Committee may be expelled from office by a resolution of the Company stating that it is in the best interests of the Company that her/his office is terminated. A resolution to remove a Management Committee member from office may only be passed if:
- (a) S/he has been given at least 21 days' notice in Writing of the general meeting at which the resolution to remove them from office will be proposed and the reasons why it is to be proposed; and
 - (b) S/he or, at the option of him/her, their representative (who need not be a Member of the Company) has been allowed to make representations to the general meeting.

SECRETARY

81. The Management Committee shall appoint a Secretary of the Company for such term and at such remuneration and upon such conditions as they think fit. Any Secretary so appointed may also be removed by them.
82. A provision of the Companies Acts or these Articles requiring or authorising a thing to be done by or to a member of the Management Committee and the Secretary shall not be satisfied by its being done by or to the same Person acting in both capacities.

REGULATIONS

83. The Company in a general meeting or the Management Committee may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Management Committee and sub-committees. No regulation shall be made which is inconsistent with these Articles or the Companies Acts. All members of the Company and the Management Committee shall be bound by such regulations whether or not they have received a copy of them.

LIABILITY OF MEMBERS

84. The liability of Members is limited to £1. Every Member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while that Person is a Member or within one year of her/him ceasing to be a Member. The contribution shall be for payment of the debts and liabilities of the Company contracted while that Person was a Member and of the costs, charges or expenses of winding up and for the adjustments of the rights of the contributories amongst themselves. Each Member's contribution shall not exceed £1.

DISSOLUTION

85. In the event of the winding up or dissolution of the Company the liquidator shall first, according to law, use the assets of the Company to satisfy its debts and liabilities. Any balance of assets remaining may not be distributed among the Members but shall be transferred to any organisation(s) having similar objects to, or compatible with, any of the objects of the Company. If such residual assets cannot be distributed in this manner they shall be given for charitable purposes.

ADMINISTRATIVE ARRANGEMENTS

Means of Communication

86. A Member may provide their consent to receive communications from the Company by electronic means.
87. Subject to these Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Acts provides. Any notice or Document to be sent or supplied to a member of the Management Committee in connection with the taking of decisions by the Management Committee may also be sent or supplied by the means by which that member of the Management Committee has asked to be sent or supplied with such notices or Documents for the time being. A member of the Management Committee may agree with the Company that notices or

Documents sent to her/him in a particular way are to be deemed to have been received within a specified time or their being sent, and for the specified time to be less than 48 hours.

Seal

88. If the Company has a seal, it shall only be used by the authority of the Management Committee acting on behalf of the Company. Every instrument to which the seal shall be attached shall be signed by a member of the Management Committee and countersigned by a second member of the Management Committee, the Secretary, or a Member of the Company appointed by the Management Committee for the purpose.

Registers

89. The Management Committee shall ensure accurate registers are maintained which shall include a register of Members, a register of Management Committee members and such other registers as required by the Acts.

Register of Members

90. The Company shall maintain a register of Members which records their name, address (in the case of a corporate body the registered office address), and the dates on which they became a Member and ceased to be a Member. A Member shall notify the Company within seven days of any change to their name or address.
91. An entry on the register relating to a former Member of the Company may be removed from the register after the expiration of 10 years from the date on which that Person ceased to be a Member.

Register of Management Committee members

92. The Company shall maintain a register of Management Committee members which shall include the following particulars:
- (a) Name of the Management Committee member and any former names used by her/him for business purposes;
 - (b) Service address;
 - (c) Country of residence;
 - (d) Nationality;
 - (e) Business occupation, if any;
 - (f) Date of birth.
93. The register of Management Committee members shall be open for inspection to any Member of the Company without charge and to any other Person on payment of such fee as may be prescribed.
94. The Company shall also maintain a register of residential addresses for Management Committee members, which is not available for inspection.

Minutes

95. The Company shall ensure that minutes are kept of all:
- (a) Proceedings at meetings of the Company; and
 - (b) Proceedings at meetings of the Management Committee and its sub-committees which include names of those Management Committee members present, decisions made and the reasons for those decisions.

Accounts

96. The Management Committee shall cause proper accounts to be kept and circulated in accordance with the Companies Acts with respect to:
- (a) All sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
 - (b) All sales and purchases of goods by the Company;
 - (c) The assets and liabilities of the Company.
97. Proper accounts shall be deemed to have been kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
98. The accounts shall be kept at the Registered Office of the Company or, subject to the Acts, at such other place or places as the Management Committee thinks fit, and shall always be open to the inspection of all Members and other Persons authorised by the Company in a general meeting.
99. The Management Committee shall prepare and present to the Members such regular financial reports, results and cash flow predictions showing the current financial position of the Company as the Members in a general meeting shall require to be laid before them.

Audit

100. The Company may decide if it meets the qualifying criteria to apply the small company audit exemptions. If not, at least once in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditors (or their equivalents).
101. Auditors (or their equivalents) shall be appointed and their duties regulated in accordance with the Companies Acts.

Social Accounting and Reporting

102. In addition to any financial accounts required by the Companies Acts, the Members may resolve to undertake an account of the activities of the Company which will endeavour to measure its social and environmental performance using whatever methodology the Members deem appropriate. Following the completion of such an account the Company shall report any findings to its Members and other stakeholders.

Indemnity and Insurance

103. Subject to the following article, any Management Committee or former member of the Company's Management Committee may be indemnified out of the Company's assets against:
- (a) Any liability incurred by that Management Committee member in connection with any negligence, default, breach of duty or breach of trust in relation to the Company;
 - (b) Any liability incurred by that Management Committee member in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme (as per the Act);
 - (c) Any other liability incurred by that Management Committee member as an officer of the Company.
104. The above article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or any other provision of law.
105. The Management Committee may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any member of the Management Committee or former member of the Company's Management Committee in respect of any loss or liability which has been or may be incurred by such a member of the Management Committee in connection with their duties or powers in relation to the Company or any pension fund or employees' share scheme of the Company.

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